

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-03-01**
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Botein Matthew

CIK: [1469142](#)

Type: **4** | Act: **34** | File No.: [001-34416](#) | Film No.: **13660672**

Mailing Address
*164 DEAN ROAD
BROOKLINE MA 02445*

ISSUER

PennyMac Mortgage Investment Trust

CIK: [1464423](#) | IRS No.: **270186273** | State of Incorporation: **MD** | Fiscal Year End: **1231**
SIC: **6798** Real estate investment trusts

Mailing Address
*6101 CONDOR DRIVE
THIRD FLOOR
MOORPARK CA 93021*

Business Address
*6101 CONDOR DRIVE
THIRD FLOOR
MOORPARK CA 93021
(818) 224-7442*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Botein Matthew			2. Issuer Name and Ticker or Trading Symbol PennyMac Mortgage Investment Trust [PMT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2013		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
C/O PENNYMAC MORTGAGE INVESTMENT TRUST, 6101 CONDOR DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) MOORPARK, CA 93021						
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Shares of Beneficial Interest	03/01/2013		<u>S</u>		1,100	D	\$25.3609	56,989	D	
Common Shares of Beneficial Interest	03/01/2013		<u>S</u>		100	D	\$25.35	56,889	D	
Common Shares of Beneficial Interest	03/01/2013		<u>S</u>		1,200	D	\$25.39	55,689	D	
Common Shares of Beneficial Interest	03/01/2013		<u>S</u>		2,200	D	\$25.37	53,489	D	
Common Shares of Beneficial Interest	03/01/2013		<u>S</u>		2,100	D	\$25.38	51,389	D	
Common Shares of Beneficial Interest	03/01/2013		<u>S</u>		1,000	D	\$25.4	50,389	D	
Common Shares of Beneficial Interest	03/01/2013		<u>S</u>		1,100	D	\$25.42	49,289	D	
Common Shares of Beneficial Interest	03/01/2013		<u>S</u>		3,300	D	\$25.41	45,989	D	
Common Shares of Beneficial Interest	03/01/2013		<u>S</u>		300	D	\$25.4101	45,689	D	
Common Shares of Beneficial Interest	03/01/2013		<u>S</u>		439	D	\$25.45	45,250	D	
Common Shares of Beneficial Interest	03/01/2013		<u>S</u>		500	D	\$25.44	44,750	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Signatures

/s/ Matthew Botein

** Signature of Reporting Person

03/04/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.