

PENNYMAC FINANCIAL SERVICES, INC.
 Form 4
 February 01, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Grogin Jeffrey

2. Issuer Name and Ticker or Trading Symbol
 PENNYMAC FINANCIAL SERVICES, INC. [PFSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/30/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 CALO

C/O PENNYMAC FINANCIAL SERVICES, INC., 3043 TOWNSGATE ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

WESTLAKE VILLAGE, CA 91361

(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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Class A Common Stock	01/30/2017		M		75,000 ⁽¹⁾	A	\$ 0 ⁽¹⁾	75,000	I	The Grogin Living Trust dtd 12-19-01
Class A Common Stock	01/31/2017		S		6,000 ⁽²⁾	D	\$ 16.9025 ⁽³⁾	69,000	I	The Grogin Living Trust dtd 12-19-01

Class A Common Stock	02/01/2017	S	6,000 (2)	D	\$ 17.053 (4)	63,000	I	The Grogin Living Trust dtd 12-19-01
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
CI A Units of Private Nat'l Mortgage Acceptance Company, LLC	(1)	01/30/2017		M	75,000	(1) (1)	Class A Common Stock	75,000
Nonstatutory Stock Option (Right to Buy)	\$ 21.03					06/13/2014 06/12/2023	Class A Common Stock	15,000
Nonstatutory Stock Option (Right to Buy)	\$ 17.26					02/26/2015 02/25/2024	Class A Common Stock	28,000
Nonstatutory Stock Option (Right to Buy)	\$ 17.52					03/03/2016 03/02/2025	Class A Common Stock	23,000
Nonstatutory Stock Option (Right to Buy)	\$ 11.28					03/07/2017 03/06/2026	Class A Common Stock	27,000
	(1)					(1) (1)		22,100

CI A Units of Private Nat'l Mortgage Acceptance Company, LLC					Class A Common Stock	
CI A Units of Private Nat'l Mortgage Acceptance Company, LLC	(1)	(1)	(1)	(1)	Class A Common Stock	33
CI A Units of Private Nat'l Mortgage Acceptance Company, LLC	(1)	(1)	(1)	(1)	Class A Common Stock	11,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grogin Jeffrey C/O PENNYMAC FINANCIAL SERVICES, INC. 3043 TOWNSGATE ROAD WESTLAKE VILLAGE, CA 91361				CALO

Signatures

/s/ Derek W. Stark, attorney-in-fact for Mr. Grogin 02/01/2017

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).

- Pursuant to the terms of an exchange agreement, Class A Units of Private National Mortgage Acceptance Company, LLC are
- (1) exchangeable for shares of Class A Common Stock of the Issuer on a one-for-one basis, subject to customary conversion rate adjustments.
 - (2) These shares of Class A Common Stock were sold pursuant to a 10b5-1 plan.
 - (3) The price reported is the weighted average price of multiple transactions ranging from \$16.75 to \$17.00. The reporting person hereby undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of shares of Class A Common Stock and the prices at which the transactions were effected.
 - (4) The price reported is the weighted average price of multiple transactions ranging from \$16.90 to \$17.15. The reporting person hereby undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of shares of Class A Common Stock and the prices at which the transactions were effected.
 - (5)

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This nonstatutory stock option to purchase 15,882 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of June 13, 2014, 2015 and 2016, subject to the Reporting Person's continued service through each date.

- (6) This nonstatutory stock option to purchase 28,216 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of February 26, 2015, 2016 and 2017, subject to the Reporting Person's continued service through each date.
- (7) This nonstatutory stock option to purchase 23,829 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 3, 2016, 2017 and 2018, subject to the Reporting Person's committed service through each date.
- (8) This nonstatutory stock option to purchase 27,771 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 7, 2017, 2018 and 2019, subject to the Reporting Person's committed service through each date.

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

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