Zimmer Jeffrey J Form 4 November 22, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Armour Residential REIT, Inc.

3. Date of Earliest Transaction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Zimmer Jeffrey J

(Last) (First) (Middle)

3001 OCEAN DRIVE, SUITE #201

(Street)

11/20/2017

Symbol

[ARR]

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

VERO BEACH, FL 32963

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

3.

Disposed of (D)

(Instr. 3, 4 and 5) (A)

4. Securities

Following Reported Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

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

_X__ Director

Applicable Line)

X_ Officer (give title

(Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise

any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Co-CEO and President

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

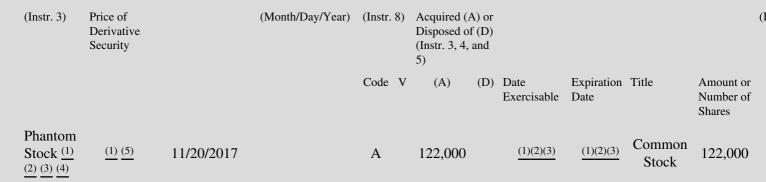
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zimmer Jeffrey J 3001 OCEAN DRIVE SUITE #201 VERO BEACH, FL 32963	X		Co-CEO and President	

Signatures

/s/ Jeffrey J.
Zimmer

**Signature of Reporting Person

11/22/2017

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).

The reporting person was granted an aggregate of 122,000 phantom shares under ARMOUR Residential REIT, Inc.'s ("ARMOUR") Second Amended and Restated 2009 Stock Incentive Plan pursuant to the time-based vesting schedule as follows. 6,100 phantom shares

- (1) will vest on February 20, 2018 with an additional 6,100 phantom shares vesting on each following May 20, August 20, November 20 and February 20, through November 20, 2022, at which time all phantom stock shall have vested. Upon vesting, the reporting person will be entitled to an equal number of shares of ARMOUR common stock within 30 days.
 - Upon ARMOUR Capital Management LP, ARMOUR's manager (the "Manager") voluntarily terminating its services with ARMOUR pursuant to the management agreement between ARMOUR and the Manager (the "Management Agreement"), or ARMOUR terminating the Management Agreement for cause, all unvested phantom stock shall be forfeited by the reporting person. The reporting person's unvested phantom stock will fully and automatically vest upon the reporting person's termination with the Manager due to death,
- disability, or ARMOUR terminating the Management Agreement without cause or for good reason. In the event the reporting person is terminated by the Manager without cause or for good reason, his unvested phantom stock will continue to vest in accordance with the schedule described in this report, subject to satisfactory continuing fulfillment of certain conditions and related tax consequences and risks specified in the reporting person's grant agreement.
- In the event of a resignation or retirement, provided the sum of the reporting person's age and years of service is equal to or greater than 70, the reporting person will retain his or her unvested stock awards which will remain subject to the vesting schedule set forth in this report, subject to satisfactory continuing fulfilment of certain conditions and related tax consequences and risks specified in the reporting person's grant agreement.
- (4) The reporting person also has the right to elect to have withholding taxes or a portion thereof, as the case may be, satisfied by reducing the number of shares of common stock to be issued to the reporting person by some or all of such shares. With respect to each phantom share, the reporting person will receive a cash payment in an amount equal to the cash dividend distributions paid in the ordinary course on a share of ARMOUR common stock. The reporting person also has the right to elect in lieu of the cash dividend payment a number of shares of common stock equal to the dividend payment payable divided by the fair market value of a share of ARMOUR common stock

Reporting Owners 2

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on the date of the dividend payment.

(5) Each unit of phantom stock is the economic equivalent of one share of ARMOUR common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.