Armour Residential REIT, Inc.
Form SC 13G/A
February 16, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

ARMOUR RESIDENTIAL REIT, INC.

(Name of Issuer)

Common Stock, par value $0.0001 per share

(Title of Class of Securities)

042315101

(CUSIP Number)

December 31, 2009

(Date of Event which Requires Filing

of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)
[ ] Rule 13d-1(c)
[ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages

CUSIP NO. 042315101 **Page 2 of 7 Pages**

1 Names of Reporting Persons

HALCYON ASSET MANAGEMENT LLC

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a. [ ]
b. [X]

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	**5**	Sole Voting Power 0
	6	Shared Voting Power 0
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

0

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[ ]

11 Percent of Class Represented By Amount in Row (9)

0.00%

12 Type of Reporting Person (See Instructions)
IA

CUSIP NO. 042315101 **Page 3 of 7 Pages**

1 Names of Reporting Persons

HALCYON OFFSHORE ASSET MANAGEMENT LLC

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a. [ ]
b. [X]

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	**5**	Sole Voting Power 0
	6	Shared Voting Power 0
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

0

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[ ]

11 Percent of Class Represented By Amount in Row (9)

0.00%

12 Type of Reporting Person (See Instructions)

IA

Item 1(a) **Name of Issuer:**

ARMOUR Residential REIT, Inc. (the "Issuer").

Item 1(b) **Address of the Issuer's Principal Executive Offices:**

956 Beachland Blvd., Suite 11
Vero Beach, FL 32963

Item 2(a) **Name of Person Filing:**

This statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

i) Halcyon Asset Management LLC; and
ii) Halcyon Offshore Asset Management LLC.

Item 2(b) **Address of Principal Business Office or, if None, Residence:**

The address of the principal business office of each of the Reporting Persons is 477 Madison Avenue, New York, NY 10022.

Item 2(c) **Citizenship:**

1) Halcyon Asset Management LLC is a Delaware limited liability company; and
2) Halcyon Offshore Asset Management LLC is a Delaware limited liability company.

Item 2(d) **Title of Class of Securities:**

Common Stock, $0.0001 par value per share (the "Shares").

Item 2(e) **CUSIP Number:**

042315101

Item 3. **If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a**:

(a) [ ] Broker or dealer registered under Section 15 of the Act;

(b) [ ] Bank as defined in Section 3(a)(6) of the Act;

(c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act;

(d) [ ] Investment Company registered under Section 8 of the Investment Company Act of 1940;

(e) [X] Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) [ ] Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F);

(g) [ ] Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) [ ] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) [ ] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;

(j) [X] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of no Shares.

Item 4(b) Percent of Class:

As of November 6, 2009, the number of Shares outstanding was 2,299,054 according to the Issuer's Form 8-K filed on November 12, 2009. As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of 0.00% of the total number of Shares outstanding.

Item 4(c) Number of shares as to which such person has:

Halcyon Asset Management LLC

(i) Sole power to vote or direct the vote	0
(ii) Shared power to vote or to direct the vote	0
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	0

Halcyon Offshore Asset Management LLC

(i) Sole power to vote or direct the vote	0
(ii) Shared power to vote or to direct the vote	0
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group:

The Reporting Persons listed in Item 2(a), both of which are registered as investment advisers under Section 203 of the Investment Advisers Act of 1940, may be deemed to be a group. The Reporting Persons share common ownership and management.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of such securities and were not acquired and are not held in connection with or as a participant in an transaction having such purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 16, 2010

HALCYON ASSET MANAGEMENT LLC
Name: /s/ James Sykes
By: James Sykes
Title: Managing Principal

Date: February 16, 2010

HALCYON OFFSHORE ASSET MANAGEMENT LLC

Name: /s/ James Sykes
By: James Sykes
Title: Managing Principal