

PENNYMAC FINANCIAL SERVICES, INC.

Form 4

December 30, 2015

FORM 4

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

OMB APPROVAL

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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 *
Walker David M

(Last) (First) (Middle)

C/O PENNYMAC FINANCIAL SERVICES, INC., 6101 CONDOR DRIVE

(Street)

MOORPARK, CA 93021

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Credit Officer

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 12/28/2015 | | M | 5,000 (1) A | 6,168 | I | The Walker Trust 2002 Dated February 13, 2002, As Amended |
| Class A Common | 12/28/2015 | | S | 5,000 (2) D | \$ 1,168 16.2767 | I | The Walker |

| | | | | | | | | | | | | |
|----------------------------|------------|--|---|--------------|---|-----------|---------|-------|--|-----|---|---|
| Stock | | | | | | | | | | (3) | | Trust 2002 Dated February 13, 2002, As Amended The Walker Trust 2002 Dated February 13, 2002, As Amended The Walker Trust 2002 Dated February 13, 2002, As Amended |
| Class A Common Stock | 12/29/2015 | | M | 5,000 (1) | A | (1) | 6,168 | | | | I | |
| Class A Common Stock | 12/29/2015 | | S | 1,138 (2) | D | \$ (4) | 16,0207 | 5,030 | | | I | |

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 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Cl A Units of Private Nat'l Mortgage | (1) | 12/28/2015 | | M | 5,000 (1) | (1) (1) | Class A Common Stock | 5,000 |

