

PENNYMAC FINANCIAL SERVICES, INC.

Form 4

February 17, 2017

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

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

OMB APPROVAL

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2017

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

(Street)
WESTLAKE VILLAGE, CA 91361

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

(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			
Class A Common Stock	02/15/2017		S		3,000 <u>(1)</u>	D \$ 18.3804 <u>(2)</u>	24,000	I	The Groggin Living Trust dtd 12-19-01
Class A Common Stock	02/16/2017		S		3,000 <u>(1)</u>	D \$ 18.1558 <u>(3)</u>	21,000	I	The Groggin Living Trust dtd 12-19-01

Class A Common Stock	02/17/2017	S	3,000 (1)	D	\$ 18.2933 (4)	18,000	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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SEC 1474
(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	(5)					(5) (5)	Class A Common Stock 632,580
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	(5)					(5) (5)	Class A Common Stock 33,193
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	(5)					(5) (5)	Class A Common Stock 22,128.7
Cl A Units of Private Nat'l Mortgage	(5)					(5) (5)	Class A Common Stock 11,064.2

Acceptance
Company,
LLC

Nonstatutory Stock Option (Right to Buy)	\$ 21.03	06/13/2014	06/12/2023	Class A Common Stock	15,882
Nonstatutory Stock Option (Right to Buy)	\$ 17.26	02/26/2015	02/25/2024	Class A Common Stock	28,216
Nonstatutory Stock Option (Right to Buy)	\$ 17.52	03/03/2016	03/02/2025	Class A Common Stock	23,829
Nonstatutory Stock Option (Right to Buy)	\$ 11.28	03/07/2017	03/06/2026	Class A Common Stock	27,771

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 02/17/2017

__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).

(1) These shares of Class A Common Stock were sold pursuant to a 10b5-1 plan.

The price reported is the weighted average price of multiple transactions ranging from \$18.30 to \$18.50. The reporting person hereby
(2) 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.

The price reported is the weighted average price of multiple transactions ranging from \$18.10 to \$18.50. The reporting person hereby
(3) 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 \$18.25 to \$18.50. 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

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Stock and the prices at which the transactions were effected.

- Pursuant to the terms of an exchange agreement, Class A Units of Private National Mortgage Acceptance Company, LLC are
- (5) exchangeable for shares of Class A Common Stock of the Issuer on a one-for-one basis, subject to customary conversion rate adjustments.
 - (6) 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.
 - (7) 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.
 - (8) 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.
 - (9) 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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