

MOUNTAIN JAMES R
Form 4
October 30, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MOUNTAIN JAMES R

2. Issuer Name and Ticker or Trading Symbol
Armour Residential REIT, Inc.
[ARR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3001 OCEAN DRIVE, SUITE 201
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

VERO BEACH, FL 32963

(City) (State) (Zip)

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

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 | | |
| Common Stock, par value \$0.001 per share | 10/30/2017 | | P | | 1,000 A \$ 25.5 | D | |
| Common Stock, par value \$0.001 per share | 10/30/2017 | | P | | 600 A \$ 25.2767 | D | |
| Common Stock, par | 10/30/2017 | | P | | 2,400 A \$ 25.45 | D | |

value
\$0.001 per
share

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 |
| 7.875% Series B Cumulative Redeemable Preferred Stock | (1) | 10/30/2017 | | S | 2,000 | (1) (2) | Common Stock, par value \$0.001 per share 13,927.6 (1) |
| 7.875% Series B Cumulative Redeemable Preferred Stock | (1) | | | | | (1) (2) | Common Stock, par value \$0.001 per share 8,704.75 (1) (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOUNTAIN JAMES R 3001 OCEAN DRIVE SUITE 201 VERO BEACH, FL 32963 | | | Chief Financial Officer | |

Signatures

/s/ James R.
Mountain

10/30/2017

__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).

- Upon the occurrence of a Change of Control (as defined in the Articles Supplementary relating to the Series B Preferred Stock) of the issuer, the reporting person will have the right to convert the shares of Series B Preferred Stock into a number of shares of common stock of the issuer per share of Series B Preferred Stock equal to the lesser of: (i) the quotient obtained by dividing (x) the sum of the \$25.00 liquidation preference per share of Series B Preferred Stock plus the amount of any accumulated and unpaid dividends by (y) the Common Stock Price (as defined in the Articles Supplementary relating to the Series B Preferred Stock); and (ii) 6.9638, subject to certain adjustments indicated in the Articles Supplementary relating to the Series B Preferred Stock.
- (1) The Series B Preferred Stock has no expiration date.
 - (2) The price reported in Column 8 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.02 to \$25.06, inclusive. The reporting person undertakes to provide ARMOUR Residential REIT, Inc., any security holder of ARMOUR Residential REIT, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (3).
 - (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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