

Brinch Brian M
Form 4
May 23, 2018

FORM 4

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

OMB APPROVAL

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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 *
Brinch Brian M

2. Issuer Name and Ticker or Trading Symbol
FEDERAL AGRICULTURAL MORTGAGE CORP [AGM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O FARMER MAC, 1999 K STREET N.W., 4TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Business Strategy

WASHINGTON, DC 20006

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 C Non-Voting Common Stock	05/21/2018		M		4,000 <u>(1)</u> <u>(2)</u>	A	\$ 35.6 11,048 <u>(3)</u> D
Class C Non-Voting Common Stock	05/21/2018		F		1,132 <u>(1)</u> <u>(2)</u>	D	\$ 91.42 9,916 <u>(3)</u> D
Class C Non-Voting Common	05/21/2018		D		1,557 <u>(1)</u> <u>(2)</u>	D	\$ 91.42 8,359 <u>(3)</u> D

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) Transaction effected during an open trading window for employees and directors of the Federal Agricultural Mortgage Corporation ("Farmer Mac").

In connection with the net share settlement of the exercise of 4,000 vested stock appreciation rights ("SARs") granted in April 2014 with a grant price of \$35.60 per share, Mr. Brinch was entitled to receive 2,443 shares of the Farmer Mac Class C Non-Voting Common Stock. Farmer Mac retained 1,132 shares to satisfy tax withholding requirements arising from the exercise, and 1,311 shares retained by Mr.

- (2) Brinch were sold on May 22, 2018. The 1,557 shares reported as a disposition to the issuer of issuer equity securities represents the difference between the number of SARs exercised and the number of shares issuable as a result of the exercise. Each SAR represents the right to receive, upon exercise, the number of shares of Farmer Mac's Class C Non-Voting Common Stock equal to the excess of the fair market value of shares on the exercise date over the grant price.

Includes 3,695 shares of unvested restricted stock previously granted pursuant to Farmer Mac's Amended and Restated 2008 Omnibus

- (3) Incentive Plan. The grants of restricted stock have been described in detail in Farmer Mac's prior filings with the Securities and Exchange Commission.

The price reported in Column 4 is a weighted average price. These shares of Class C Non-Voting Common Stock were sold in multiple

- (4) transactions at prices ranging from \$92.00 to \$92.33, inclusive. The Reporting Person undertakes to provide to Farmer Mac, any security holder of Farmer Mac, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to Form 4.

- (5) Exercisable beginning March 31, 2015 with respect to 1,333 shares, beginning March 31, 2016 with respect to 1,333 shares, and beginning March 31, 2017 with respect to 1,334 shares.

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.