

Walker & Dunlop, Inc.  
Form 4  
December 27, 2012

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Fortress Investment Group LLC

(Last) (First) (Middle)

SEE FOOTNOTE (1), 1345  
AVENUE OF THE AMERICAS,  
46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Walker & Dunlop, Inc. [WD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |   |              |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|--------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |   |              |
| Common stock, par value \$0.01 per share | 12/21/2012                           |  | J                              |   | 11,647,255  | D  | 16,056,170                                 | I | See note (1) |
| Common stock, par value \$0.01 per share | 12/21/2012                           |  | J                              |   | 2,664,136   | A  | 16,056,170                                 | I | See note (1) |
|  | 12/21/2012                           |  | J                              |   | 862,477   | A  | 16,056,170                                 | I |              |

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|  |            |   |           |   |            |            |   |                     |
|--|------------|---|-----------|---|------------|------------|---|---------------------|
| Common stock, par value \$0.01 per share |            |   |           |   |            |            |   | See note <u>(1)</u> |
| Common stock, par value \$0.01 per share | 12/21/2012 | J | 923,023   | A | <u>(1)</u> | 16,056,170 | I | See note <u>(1)</u> |
| Common stock, par value \$0.01 per share | 12/21/2012 | J | 1,097,595 | A | <u>(1)</u> | 16,056,170 | I | See note <u>(1)</u> |
| Common stock, par value \$0.01 per share | 12/21/2012 | J | 49,060    | A | <u>(1)</u> | 16,056,170 | I | See note <u>(1)</u> |
| Common stock, par value \$0.01 per share | 12/21/2012 | J | 89,560    | A | <u>(1)</u> | 16,056,170 | I | See note <u>(1)</u> |
| Common stock, par value \$0.01 per share | 12/21/2012 | J | 137,777   | A | <u>(1)</u> | 16,056,170 | I | See note <u>(1)</u> |
| Common stock, par value \$0.01 per share | 12/21/2012 | J | 2,329,451 | A | <u>(1)</u> | 16,056,170 | I | See note <u>(1)</u> |
| Common stock, par value \$0.01 per share | 12/21/2012 | J | 1,552,967 | A | <u>(1)</u> | 16,056,170 | I | See note <u>(1)</u> |
| Common stock, par value \$0.01 per share | 12/21/2012 | J | 970,605   | A | <u>(1)</u> | 16,056,170 | I | See note <u>(1)</u> |
|  | 12/21/2012 | J | 776,483   | A | <u>(1)</u> | 16,056,170 | I |                     |

|  |            |  |   |         |   |            |            |   |                     |
|--|------------|--|---|---------|---|------------|------------|---|---------------------|
| Common stock, par value \$0.01 per share |            |  |   |         |   |            |            |   | See note <u>(1)</u> |
| Common stock, par value \$0.01 per share | 12/21/2012 |  | J | 194,121 | A | <u>(1)</u> | 16,056,170 | I | See note <u>(1)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Fortress Investment Group LLC  
SEE FOOTNOTE (1)  
1345 AVENUE OF THE AMERICAS, 46TH FLOOR  
NEW YORK, NY 10105

X

## Signatures

See signatures included in Exhibit 99.1

12/21/2012

        \*\*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) See exhibit 99.1.

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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