Edgar Filing: REDWOOD TRUST INC - Form 4

| REDWOOD | O TRUST INC | | | | | | | | | | | |
|--|---|---------|---|--------------------------|----------------------|-----------|--|---|---|-------------|--|--|
| Form 4 | | | | | | | | | | | | |
| May 02, 201 | 4 | | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | OMB APPROVAL | | | |
| | UNITED | STATES | | | ND EXCH D.C. 2054 | | GE CO | OMMISSION | OMB Number: | | | |
| Check th | | | | | | | | | Expires: | January 31, | | |
| if no lon subject to | | IENT OF | F CHAN | GES IN BENEFICIAL OWNERS | | | | ERSHIP OF | Estimated average | | | |
| Section 16. | | | | SECURITIES | | | | | burden hours per | | | |
| Form 4 o Form 5 | Form 4 or | | | | | _ | | response | response 0.5 | | | |
| obligatio | n o - | | | | | | - | Act of 1934, | | | | |
| may con | tinue. Section 17(| | | • | Company | | | 1935 or Section | | | | |
| See Instr 1(b). | uction | 50(II) | of the fil | vestment | Company | Act | 1940 | , | | | | |
| (Print or Type | Responses) | | | | | | | | | | | |
| HANGEN DOUGLAG D | | | 2. Issuer Symbol | r Name and | Ticker or Tr | ading | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | | | OOD TRI | UST INC [| RWT |] | (Check all applicable) | | | | |
| (Last) | , | | | of Earliest Transaction | | | | X Director | | Owner | | |
| 1 BELVEDERE PLACE, SUITE 300 (| | | (Month/Day/Year) 05/01/2014 | | | | | Officer (give title Other (specify below) below) | | | | |
| | | | nendment, Date Original | | | (| 6. Individual or Joint/Group Filing(Check | | | | | |
| | | | Filed(Mor | lonth/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| MILL VAL | LEY, CA 94941 | | | | | | ī | Form filed by Mo Person | ore than One Rep | oorting | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-E | Perivative Se | curitie | es Acqu | ired, Disposed of, | or Beneficiall | y Owned | | |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year) | | | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | Code V | Amount | or (D) | Price \$ | (Instr. 3 and 4) | | | | |
| Common Stock | 05/01/2014 | | | M <u>(1)</u> | 3,976.14 | А | 21.8 (2) | 314,369.43 | D | | | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio Code (Instr. 8) | 5. Number of onDerivative 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 |
| Deferred Stock Units | \$ 15.09 (3) | 05/01/2014 | | M <u>(1)</u> | | 3,976.14 | (4) | (5) | Common Stock | 3,976.14 |

Reporting Owners

| Reporting Owner Name / Address | | | | |
|---|----------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HANSEN DOUGLAS B 1 BELVEDERE PLACE SUITE 300 MILL VALLEY, CA 94941 | Х | | | |
| Signatures | | | | |

By: Andrew P. Stone: Attorney-In-Fact For: Douglas B. 05/02/2014 Hansen

**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) This transaction relates to the distribution and/or conversion of Deferred Stock Units to common stock in the Executive Deferred Compensation Plan.
- (2) Represents fair value of the distribution and/or conversion of Deferred Stock Units to common stock based on the fair market value of RWT common stock on the business day prior to the transaction date.
- (3) Represents fair value of Deferred Stock Units, based on the original grant date fair market value.
- (4) Shares are subject to a minimum mandatory holding period and will be delivered to the Participant at the time provided in the Deferral Election but no sooner than May 1, 2014.
- (5) No expiration date is applicable to deferred stock units.

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.