Hanrahan Kathleen A Form 4 December 17, 2010

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

Check this box if no longer subject to Section 16. Form 4 or

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hanrahan Kathleen A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First)

MFA FINANCIAL, INC. [MFA]

(Check all applicable)

Senior Vice President

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

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Number:

Expires:

response...

C/O MFA FINANCIAL, INC., 350

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 12/16/2010

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

PARK AVENUE, 21ST FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10022

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Securities Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		

or

(Instr. 3 and 4) Code V Amount (D) Price

Common

per share

Stock, par value \$0.01

12/16/2010

4,890 \$0 14,093 Α Α

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Hanrahan Kathleen A - Form 4

# 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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. P. Derr Secrit (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Share	<u>(1)</u>	12/16/2010		A	18,500	(2)	(2)	Common Stock	18,500	
Phantom Share	(1)	12/16/2010		A	9,250	<u>(3)</u>	<u>(3)</u>	Common Stock	9,250	

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hanrahan Kathleen A C/O MFA FINANCIAL, INC. 350 PARK AVENUE, 21ST FLOOR NEW YORK, NY 10022

Senior Vice President

## **Signatures**

/s/Timothy W. Korth, Attorney-In-Fact

\*\*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) 1. Each phantom share is the economic equivalent of one share of MFA's common stock, par value \$0.01 per share.
- (2) 2. These phantom shares shall no longer be subject to forfeiture on December 31, 2014 and, thereafter, are payable on the earlier of termination of service with MFA or January 4, 2016.
- (3) 3. These phantom shares shall no longer be subject to forfeiture on December 31, 2014 (subject to MFA's achievement of specified performance goals) and, thereafter, are payable on the earlier of termination of service with MFA or January 4, 2016.

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.

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