

MFA FINANCIAL, INC.

Form 3

January 12, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Wulfsohn Bryan

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2015

3. Issuer Name **and** Ticker or Trading Symbol
MFA FINANCIAL, INC. [MFA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Senior Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O MFA FINANCIAL,
INC.,Â 350 PARK AVENUE,
20TH FLOOR

(Street)

NEW YORK,,Â NYÂ 10022

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)COMMON STOCK, PAR VALUE \$0.01
PER SHARE

35,352

D

Â

7.5% Series B Cumulative Redeemable
Preferred Stock

0

D

Â

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	Â (1)	Â (1)	Common Stock	26,250	\$ (2) D Â
Phantom Shares	Â (3)	Â (3)	Common Stock	15,000	\$ (2) D Â
Phantom Shares	Â (4)	Â (4)	Common Stock	15,000	\$ (2) D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wulfsohn Bryan C/O MFA FINANCIAL, INC. 350 PARK AVENUE, 20TH FLOOR NEW YORK, NY 10022	Â	Â	Â Senior Vice President	Â

Signatures

/s/Bryan
Wulfsohn 01/12/2015

__Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These phantom shares vested on December 31, 2014, and will be settled in an equivalent number of shares of MFA common stock on the earlier of termination of service with MFA or January 4, 2016.
- (2) Each phantom share represents the right to receive one share of MFA Financial, Inc. common stock.
- (3) These phantom shares are scheduled to vest, subject to forfeiture, on December 31, 2016, and thereafter will be settled in an equivalent number of shares of MFA common stock within 15 days following the vesting date.
- These phantom shares are performance-based equity awards. The number of phantom shares reported represents the target number of phantom shares granted. The number of underlying shares of MFA common stock that vest and that the recipient becomes entitled to receive at the time of vesting will generally range from 0% to 200% of the target number of phantom shares granted, subject to the achievement of a pre-established performance metric. The vesting of these phantom shares will generally occur on December 31, 2016, based on MFA's total stockholder return for the three years then ended. The number of phantom shares to vest will be adjusted to reflect the value of any dividends paid on MFA common stock during the vesting period in respect of the number of phantom shares that ultimately vest. The phantom shares will be settled in an equivalent number of shares of MFA common stock within 30 days following the vesting date.

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.