

Bailey Steven Richard
 Form 4
 May 17, 2013

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 *
 Bailey Steven Richard

2. Issuer Name and Ticker or Trading Symbol
 PennyMac Mortgage Investment Trust [PMT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Servicing Officer

(Last) (First) (Middle)
 C/O PENNYMAC, 6101 CONDOR DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2013

MOORPARK, CA 93021

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 Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Shares of Beneficial Interest | 05/15/2013 | | S | | 500 | D | \$ 23.446 47,500 |
| Common Shares of Beneficial Interest | 05/15/2013 | | S | | 100 | D | \$ 23.47 47,400 |
| Common Shares of Beneficial Interest | 05/15/2013 | | S | | 100 | D | \$ 23.44 47,300 |

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| | | | | | | | |
|--------------------------------------|------------|---|-----|---|------------|--------|---|
| Interest | | | | | | | |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 100 | D | \$ 23.42 | 47,200 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 100 | D | \$ 23.41 | 47,100 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 400 | D | \$ 23.53 | 46,700 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 100 | D | \$ 23.54 | 46,600 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 800 | D | \$ 23.56 | 45,800 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 500 | D | \$ 23.59 | 45,300 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 300 | D | \$ 23.58 | 45,000 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 300 | D | \$ 23.57 | 44,700 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 150 | D | \$ 23.5567 | 44,550 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 350 | D | \$ 23.55 | 44,200 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 400 | D | \$ 23.5525 | 43,800 | D |

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| | | | | | | | |
|--------------------------------------|------------|---|-------|---|------------|--------|---|
| Common Shares of Beneficial Interest | 05/15/2013 | S | 700 | D | \$ 23.5514 | 43,100 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 234 | D | \$ 23.6 | 42,866 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 300 | D | \$ 23.64 | 42,566 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 100 | D | \$ 23.62 | 42,466 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 300 | D | \$ 23.61 | 42,166 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 400 | D | \$ 23.615 | 41,766 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 166 | D | \$ 23.578 | 41,600 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 300 | D | \$ 23.63 | 41,300 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 100 | D | \$ 23.65 | 41,200 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 900 | D | \$ 23.7 | 40,300 | D |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 600 | D | \$ 23.7033 | 39,700 | D |
| | 05/15/2013 | S | 1,000 | D | \$ 23.71 | 38,700 | D |

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|--------------------------------------|------------|---|-----|---|------------|-----------------------|---|--|
| Common Shares of Beneficial Interest | | | | | | | | |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 100 | D | \$ 23.73 | 38,600 | D | |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 200 | D | \$ 23.7225 | 38,400 | D | |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 750 | D | \$ 23.74 | 37,650 | D | |
| Common Shares of Beneficial Interest | 05/15/2013 | S | 600 | D | \$ 23.72 | 37,050 ⁽¹⁾ | 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.

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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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Bailey Steven Richard C/O PENNYMAC 6101 CONDOR DRIVE MOORPARK, CA 93021 | | | Chief Servicing Officer | |

Signatures

| | |
|--|---------------------|
| /s/ Derek W. Stark, attorney-in-fact for Mr. Bailey | 05/17/2013 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) The common shares of beneficial interest were sold pursuant to a 10b5-1 plan, which included sales in order to pay estimated tax obligations resulting from the vesting of 3,750 restricted share units on May 15, 2013.

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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