Carnahan Scott W. Form 4 March 15, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Interest

(Print or Type Responses)

1. Name and Address of Reporting Person * Carnahan Scott W.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PennyMac Mortgage Investment

Trust [PMT]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 03/14/2019

X_ Director Officer (give title

10% Owner Other (specify

C/O PENNYMAC MORTGAGE **INVESTMENT TRUST, 3043** TOWNSGATE ROAD

(Street)

WESTLAKE VILLAGE, CA 91361

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Middle)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Securities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)

Following Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common Shares of 4,077 S D 03/14/2019 66,304 (2) D Beneficial (1) Interest

Common Shares of 1.644 03/15/2019 S D 64,660 (3) D Beneficial

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative		•	, ,	Securities			(Instr. 3	3 and 4)	,	Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIIsti
					4, and 5)						
					4, and 3)						
									Amount		
						Data	Evaluation		or		
						Date Expiration	Title Number				
						Exercisable	Date	(of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Carnahan Scott W. C/O PENNYMAC MORTGAGE INVESTMENT TRUST

3043 TOWNSGATE ROAD WESTLAKE VILLAGE, CA 91361 X

Signatures

/s/ Kisha Parker, attorney-in-fact for Mr. Carnahan

03/15/2019

**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) The common shares of beneficial interest were sold pursuant to a 10b5-1 plan.
- The reported amount consists of 9,473 restricted share units and 56,831 common shares of beneficial interest. The restricted share units **(2)** are to be settled in an equal number of common shares of beneficial interest upon vesting.
- The reported amount consists of 9,473 restricted share units and 55,187 common shares of beneficial interest. The restricted share units are to be settled in an equal number of common shares of beneficial interest upon vesting.

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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