McAllister, Nancy Form 4 March 13, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * McAllister, Nancy

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PennyMac Mortgage Investment Trust [PMT]

below)

(Check all applicable)

(Last) (First) (Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

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

TOWNSGATE ROAD

4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

03/12/2018

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WESTLAKE VILLAGE, CA 91361

(State)

(Street)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Ownership Beneficially Owned (D) or Following Indirect (I) Reported (Instr. 4)

7. Nature of Indirect Form: Direct Beneficial Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

(D) Price Code V Amount

Common Shares of

Beneficial

(City)

03/12/2018

4,934

31,302.001 (2)

D

I

Interest

Common Shares of Beneficial

Interest

2,365.74

McAllister and Richard M Card as **JTWROS**

Nancy

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

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	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date Am		Amou	unt of	Derivative]	
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8)	Derivative			Securities (Instr. 3 and 4)		(Instr. 5)	
	Derivative					Securities						
	Security					Acquired						
						(A) or						ļ
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date Exercisable	Expiration Date	Title	Number		
										of		
				Code	V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McAllister, Nancy C/O PENNYMAC MORTGAGE INVESTMENT TRUST 3043 TOWNSGATE ROAD WESTLAKE VILLAGE, CA 91361



Signatures

/s/ Derek Stark, attorney-in-fact for Ms.

McAllister 03/13/2018

**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 Reporting Person was granted 4,934 restricted share units. The restricted share units, which vest in three equal installments beginning on the first anniversary of the grant date, are to be settled in an equal number of common shares of beneficial interest upon vesting.
- (2) The reported amount consists of 10,713 restricted share units and 20,589 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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