

ALTOBELLO DANIEL JOSEPH
Form 4
June 06, 2011

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 *
ALTOBELLO DANIEL JOSEPH

2. Issuer Name and Ticker or Trading Symbol
Arlington Asset Investment Corp.
[AI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2011

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

C/O ALTOBELLO FAMILY PARTNERS, LP, 6550 ROCK SPRING DR, SUITE 550

(Street)

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

BETHESDA, MD 20817

(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)
				(A) or (D)	Price		
				Code	V	Amount	

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)

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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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	06/02/2011		A	3,544	(2)(3) (2)(3)	Class A Common Stock	3,544

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ALTOBELLO DANIEL JOSEPH
 C/O ALTOBELLO FAMILY PARTNERS, LP
 6550 ROCK SPRING DR, SUITE 550
 BETHESDA, MD 20817

X

Signatures

/s/ D. Scott Parish,
 Attorney-in-Fact

06/06/2011

**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Class A common stock of Arlington Asset Investment Corp. (the "Company").

(2) Represents annual grant of RSUs pursuant to the Company's 2011 Long-Term Incentive Plan (the "2011 Plan") in connection with the reporting person's service as a non-employee director of the Company. The RSUs vest immediately on the award grant date. Vested RSUs are converted into shares of Class A common stock on a one-for-one basis, with any fractional shares being settled in cash, upon the later of the reporting person's separation from service on the board of directors or the first anniversary of the grant date (the "Settlement Date"). If a change in control occurs before the Settlement Date, the settlement will occur on the control change date. (Continued in Footnote 3)

(3) (Continued from footnote 2) RSUs previously granted to the reporting person pursuant to the Company's Non-Employee Director Stock Compensation Plan (the "NED Plan") and the Company's 2004 Long-Term Incentive Plan (the "2004 Plan") vested on the first anniversary of the award grant date. Under the NED Plan and the 2004 Plan, vested RSUs are converted into shares of Class A common stock on a one-for-one basis upon the reporting person's separation from service on the board of directors. The reporting person does not have voting rights with respect to, but receives dividend equivalent payments on, outstanding RSUs.

(4) Represents: (i) 179 RSUs granted on July 2, 2003 pursuant to the NED Plan, which vested on July 2, 2004; (ii) 9 RSUs granted on July 31, 2003 pursuant to the NED Plan, which vested on July 31, 2004; (iii) 13 RSUs granted on October 1, 2003 pursuant to the NED Plan, which vested on October 1, 2004; (iv) 10 RSUs granted on January 2, 2004 pursuant to the NED Plan, which vested on January 2, 2005;

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(v) 10 RSUs granted on April 13, 2004 pursuant to the NED Plan, which vested on April 13, 2005; (vi) 189 RSUs granted on May 20, 2004 pursuant to the 2004 Plan, which vested on May 20, 2005; (vii) 92 RSUs granted on August 3, 2004 pursuant to the 2004 Plan, which vested on August 3, 2005; (viii) 355 RSUs granted on June 10, 2005 pursuant to the 2004 Plan, which vested on June 10, 2006; (ix) 474 RSUs granted on June 9, 2006 pursuant to the 2004 Plan, which vested on June 9, 2007; (Continued in Footnote 5)

(Continued from Footnote 4) (x) 722 RSUs granted on June 8, 2007 pursuant to the 2004 Plan, which vested on June 8, 2008; (xi) 2,409 RSUs granted on June 5, 2008 pursuant to the 2004 Plan, which vested on June 5, 2009; (xii) 12,171 RSUs granted on June 1, 2009 pursuant to the 2004 Plan, which vested on June 1, 2010; (xiii) 5,213 RSUs granted on June 2, 2010 pursuant to the 2004 Plan, which vested on June 2, 2011; and (xiv) 3,544 RSUs granted on June 2, 2011 pursuant to the 2011 Plan, which vested on June 2, 2011. The number of RSUs granted on July 2, 2003, July 31, 2003, October 1, 2003, January 2, 2004, April 13, 2004, May 20, 2004, August 3, 2004, June 10, 2005, June 9, 2006, June 8, 2007, June 5, 2008 and June 1, 2009 have been adjusted to reflect the 1-for-20 reverse stock split that was effected on October 6, 2009.

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.