

Warner Richard C
Form 4
June 01, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Warner Richard C

(Last) (First) (Middle)

C/O WALKER & DUNLOP,
INC., 7501 WISCONSIN AVENUE,
SUITE 1200E

(Street)

BETHESDA, MD 20814

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Walker & Dunlop, Inc. [WD]

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

05/30/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & Chief Credit Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/30/2018 | | M | | 2,126 | A | \$ 12.52 | 72,521 | D |
| Common Stock | 05/30/2018 | | M | | 3,238 | A | \$ 13.05 | 75,759 | D |
| Common Stock | 05/30/2018 | | M | | 4,078 | A | \$ 18.03 | 79,837 | D |
| Common Stock | 05/30/2018 | | S ⁽¹⁾ | | 9,573 | D | \$ 57.1377 ⁽²⁾ | 70,264 | D |
| | 05/30/2018 | | S ⁽¹⁾ | | 1,745 | D | | 68,519 | D |

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| | | | | | | | | | |
|--------------|------------|--|------|--------|---|-------------------|--------|---|-----------|
| Common Stock | | | | | | \$ 57.557 (3) | | | |
| Common Stock | 05/31/2018 | | M | 2,124 | A | \$ 12.52 | 70,643 | D | |
| Common Stock | 05/31/2018 | | M | 3,238 | A | \$ 13.05 | 73,881 | D | |
| Common Stock | 05/31/2018 | | M | 4,078 | A | \$ 18.03 | 77,959 | D | |
| Common Stock | 06/01/2018 | | S(1) | 10,814 | D | \$ 56.3519 (4) | 67,145 | D | |
| Common Stock | 06/01/2018 | | S(1) | 500 | D | \$ 57.11 (5) | 66,645 | D | |
| Common Stock | | | | | | | 21,490 | I | By Spouse |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Options (right to buy) | \$ 12.52 | 05/30/2018 | | M | 2,126 | 03/24/2014 | 03/24/2021 | Common Stock 2,126 |
| Stock Options (right to buy) | \$ 13.05 | 05/30/2018 | | M | 3,238 | 04/30/2015 | 04/30/2022 | Common Stock 3,238 |
| | \$ 18.03 | 05/30/2018 | | M | 4,078 | 04/01/2016 | 04/01/2023 | 4,078 |

| | | | | | | | | | |
|---------------------------------------|----------|------------|---|-------|------------|------------|-----------------|-----------------|--|
| Stock Options (right to buy) | | | | | | | | Common Stock | |
| Stock Options (right to buy) | \$ 12.52 | 05/31/2018 | M | 2,124 | 03/24/2014 | 03/24/2021 | Common Stock | 2,124 | |
| Stock Options (right to buy) | \$ 13.05 | 05/31/2018 | M | 3,238 | 04/30/2015 | 04/30/2022 | Common Stock | 3,238 | |
| Stock Options (right to buy) | \$ 18.03 | 05/31/2018 | M | 4,078 | 04/01/2016 | 04/01/2023 | Common Stock | 4,078 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Warner Richard C C/O WALKER & DUNLOP, INC. 7501 WISCONSIN AVENUE, SUITE 1200E BETHESDA, MD 20814 | | | EVP & Chief Credit Officer | |

Signatures

/s/ Richard M. Lucas,
Attorney-in-fact

06/01/2018

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 25, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.48 to \$57.48. The reporting person undertakes to provide Walker & Dunlop, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.49 to \$57.61. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.95 to \$56.93. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.95 to \$56.93. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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forth in this footnote.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.99 to \$57.19. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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