

Walker David M
Form 4
March 12, 2018

FORM 4

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

OMB APPROVAL

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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 *
Walker David M

2. Issuer Name and Ticker or Trading Symbol
PENNYMAC FINANCIAL SERVICES, INC. [PFSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Risk Officer

C/O PENNYMAC FINANCIAL SERVICES, INC., 3043 TOWNSGATE ROAD
(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

WESTLAKE VILLAGE, CA 91361
(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 | | |
| Class A Common Stock | 03/09/2018 | | A | 5,293 (1) | \$ 0 | 22,380 (2) | D |

Class A Common Stock

30 I

The Walker Trust 2002 Dated February 13, 2002, As Amended

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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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|----------------------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Nonstatutory Stock Option (Right to Buy) | \$ 24.4 | 03/09/2018 | | A | | 13,233 | (3) | 03/09/2019 | 03/08/2028 | Class A Common Stock | 13, |
| CI A Units of Private Nat'l Mortgage Acceptance Company, LLC | (4) | | | | | | | (4) | (4) | Class A Common Stock | 563 |
| Nonstatutory Stock Option (Right to Buy) | \$ 21.03 | | | | | | | 06/13/2014 | 06/12/2023 | Class A Common Stock | 15, |
| Nonstatutory Stock Option (Right to Buy) | \$ 17.26 | | | | | | | 02/26/2015 | 02/25/2024 | Class A Common Stock | 28, |
| Nonstatutory Stock Option (Right to Buy) | \$ 17.52 | | | | | | | 03/03/2016 | 03/02/2025 | Class A Common Stock | 23, |
| Nonstatutory Stock Option (Right to Buy) | \$ 11.28 | | | | | | | 03/07/2017 | 03/06/2026 | Class A Common Stock | 27, |

