PennyMac Mortgage Investment Trust Form 3 August 05, 2009 FORM 3 UNITED STATES

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

### INITIAL STATEMENT OF 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 OMB 3235-0104 Number: January 31,

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(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> WILLEY FRANK P			<ul><li>2. Date of Event Requiring Statement</li><li>(Month/Day/Year)</li></ul>		3. Issuer Name and Ticker or Trading Symbol PennyMac Mortgage Investment Trust [PMT]				
C/O PENNYM	PENNYMAC MORTGAGE			08/04/2009		ip of Reporting	5. If Amendment, Date Original Filed(Month/Day/Year)		
INVESTMENT TRUST, 27001 AGOURA ROAD (Street) CALABASAS, CA 91301					(Check all applicable) <u>X</u> Director <u>10%</u> Owner <u>Officer</u> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
				<b></b>			D	Form filed by More than One Reporting Person	
(City) 1.Title of Security (Instr. 4)	(State)	(Zip)		<b>Table I - N</b> 2. Amount of Beneficially (Instr. 4)	f Securities	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		*	
Common Shar	es of Bene	eficial Inte	rest	2,250 <u>(1)</u>		D	Â		
Reminder: Report owned directly or	indirectly. Person informa require	s who resp ation conta d to respo	ch class of secu bond to the c ined in this f nd unless the IB control nu	ollection of orm are not e form displa		EC 1473 (7-02	)		

#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)
		(Instr. 4)	Price of	Derivative	
			Derivative	Security:	

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Date	Expiration	Title	Amount or	Security	Direct (D)
Exercisable	Date		Number of		or Indirect
			Shares		(I)
					(Instr. 5)

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships				
		10% Owner	Officer	Other		
WILLEY FRANK P C/O PENNYMAC MORTGAGE INVESTMENT TRUST 27001 AGOURA ROAD CALABASAS, CA 91301	ÂX	Â	Â	Â		
Signatures						
/s/ Frank P.						

/s/ 08/04/2009 Willey \*\*Signature of Date Reporting Person

# **Explanation of Responses:**

- If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Mr. Willey was granted 2,250 restricted share units upon the completion of the Company's initial public offering. The restricted share (1) units, which vest on the first anniversary of the grant date, 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.