Hendry Gregory L Form 4 March 29, 2012

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hendry Gregory L

(Middle)

2. Issuer Name and Ticker or Trading Symbol

PennyMac Mortgage Investment Trust [PMT]

3. Date of Earliest Transaction

(Month/Day/Year) 03/28/2012

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Chief Accounting Officer

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

C/O PENNYMAC MORTGAGE **INVESTMENT TRUST, 6101** CONDOR DRIVE, THIRD FLOOR

(First)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

MOORPARK, CA 93021

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common

Shares of Beneficial

Interest

03/28/2012

S

300 (1) D

 $3,877^{(2)}$

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | f 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|-------------------|------------|---------------------|------------------|------------|-------------|-------------|--------|
| Derivative | e Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | Derivative | | Securities | | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | (Instr. 3 and 4) | | | Owne | |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | Title | or Namel | | |
| | | | | | | | | | Number | | |
| | | | | C-1- V | (A) (D) | | | | of | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

Hendry Gregory L C/O PENNYMAC MORTGAGE INVESTMENT TRUST 6101 CONDOR DRIVE, THIRD FLOOR MOORPARK, CA 93021

Chief Accounting Officer

Signatures

/s/ Gregory L. 03/29/2012 Hendry

Date **Signature of Reporting Person

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).
- The common shares of beneficial interest were sold in order to pay the estimated tax withholding obligation that resulted from the vesting of 500 restricted share units on March 8, 2012 and 250 restricted share units on March 14, 2012.
 - The reported amount consists of 2,970 restricted share units and 907 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. Five hundred restricted share units vested on
- (2) March 8, 2012, and 250 restricted share units vested on March 14, 2012. The vested restricted share units were settled in an equal number of common shares of beneficial interest, of which 300 were sold as described in the preceding footnote and 450 are included in the reported amount.

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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