

Botein Matthew
Form 4
March 04, 2013

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 *
Botein Matthew

2. Issuer Name and Ticker or Trading Symbol
PennyMac Mortgage Investment Trust [PMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2013

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

C/O PENNYMAC MORTGAGE INVESTMENT TRUST, 6101 CONDOR DRIVE

(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

MOORPARK, CA 93021

(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)	(A) or (D)	5. Amount or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
Common Shares of Beneficial Interest	03/01/2013		S	1,100	D	\$ 25.3609	56,989	D
Common Shares of Beneficial Interest	03/01/2013		S	100	D	\$ 25.35	56,889	D
Common Shares of	03/01/2013		S	1,200	D	\$ 25.39	55,689	D

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Beneficial Interest								
Common Shares of Beneficial Interest	03/01/2013	S	2,200	D	\$ 25.37	53,489	D	
Common Shares of Beneficial Interest	03/01/2013	S	2,100	D	\$ 25.38	51,389	D	
Common Shares of Beneficial Interest	03/01/2013	S	1,000	D	\$ 25.4	50,389	D	
Common Shares of Beneficial Interest	03/01/2013	S	1,100	D	\$ 25.42	49,289	D	
Common Shares of Beneficial Interest	03/01/2013	S	3,300	D	\$ 25.41	45,989	D	
Common Shares of Beneficial Interest	03/01/2013	S	300	D	\$ 25.4101	45,689	D	
Common Shares of Beneficial Interest	03/01/2013	S	439	D	\$ 25.45	45,250	D	
Common Shares of Beneficial Interest	03/01/2013	S	500	D	\$ 25.44	44,750	D	

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Botein Matthew
 C/O PENNYMAC MORTGAGE INVESTMENT TRUST
 6101 CONDOR DRIVE
 MOORPARK, CA 93021

X

Signatures

/s/ Matthew 03/04/2013
 Botein

__Signature of Date
 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).

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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