

Walker & Dunlop, Inc.
Form 4
December 27, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Fortress Investment Group LLC

(Last) (First) (Middle)

SEE FOOTNOTE (1), 1345
AVENUE OF THE AMERICAS,
46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Walker & Dunlop, Inc. [WD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D) Price	
Common stock, par value \$0.01 per share	12/21/2012		J		11,647,255	D 11 16,056,170	I See note (1)
Common stock, par value \$0.01 per share	12/21/2012		J		2,664,136	A 11 16,056,170	I See note (1)
	12/21/2012		J		862,477	A 11 16,056,170	I

Edgar Filing: Walker & Dunlop, Inc. - Form 4

Common stock, par value \$0.01 per share								See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	923,023	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	1,097,595	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	49,060	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	89,560	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	137,777	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	2,329,451	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	1,552,967	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	970,605	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
	12/21/2012	J	776,483	A	<u>(1)</u>	16,056,170	I	

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) See exhibit 99.1.

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.