

MFA FINANCIAL, INC.
Form 3
January 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

| | | | | | |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Å Kristjansson Gudmundur</p> <p>(Last) (First) (Middle)</p> <p>C/O MFA FINANCIAL, INC., Å 350 PARK AVENUE, 20TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,, Å NY Å 10022</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MFA FINANCIAL, INC. [MFA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| COMMON STOCK, PAR VALUE \$0.01 PER SHARE | 81,991 | D | Å |
| 7.5% Series B Cumulative Redeemable Preferred Stock | 2,250 | D | Å |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Phantom Shares | Â (1) | Â (1) | Common Stock | 35,000 \$ (2) | D | Â |
| Phantom Shares | Â (3) | Â (3) | Common Stock | 17,500 \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kristjansson Gudmundur C/O MFA FINANCIAL, INC. 350 PARK AVENUE, 20TH FLOOR NEW YORK, NY 10022 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/Gudmundur Kristjansson 01/10/2014

**Signature of Reporting Person Date

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).
- (1) These phantom shares are scheduled to vest, subject to forfeiture, on December 31, 2014, and thereafter will be settled in an equivalent number of shares of MFA common stock on the earlier of termination of service with MFA or January 4, 2016.
- (2) Each phantom share represents the right to receive one share of MFA Financial, Inc. common stock.
- (3) These phantom shares are scheduled to vest subject to forfeiture, on December 31, 2014 (subject to MFA's achievement of specified performance goals), and thereafter will be settled in an equivalent number of shares of MFA common stock on the earlier of termination of service with MFA or January 4, 2016.

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.