

Walker & Dunlop, Inc.  
Form 5  
January 06, 2015

**FORM 5**

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

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Smith Howard W III

(Last) (First) (Middle)

C/O WALKER & DUNLOP,  
INC., 7501 WISCONSIN  
AVENUE, SUITE 1200E

(Street)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
EVP & Chief Operating Officer

6. Individual or Joint/Group Reporting

(check applicable line)

BETHESDA, MD 20814

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/29/2014                              | Â                                                           | G                                    | 3,950<br>(1) D \$ 0                                                        | 1,040,697                                                                                                       | D                                                                    | Â                                                                 |
| Common<br>Stock                       | 12/29/2014                              | Â                                                           | G                                    | 3,950 A \$ 0                                                               | 3,950                                                                                                           | I                                                                    | By Spouse                                                         |
| Common<br>Stock                       | 12/29/2014                              | Â                                                           | G                                    | 3,950<br>(2) D \$ 0                                                        | 1,036,747                                                                                                       | D                                                                    | Â                                                                 |
| Common                                | 12/29/2014                              | Â                                                           | G                                    | 3,950 D \$ 0                                                               | 0                                                                                                               | I                                                                    | By Spouse                                                         |

Edgar Filing: Walker & Dunlop, Inc. - Form 5

| <u>(3)</u>   |   |   |   |   |   |   |       |   |                             |
|--------------|---|---|---|---|---|---|-------|---|-----------------------------|
| Stock        |   |   |   |   |   |   |       |   |                             |
| Common Stock | Â | Â | Â | Â | Â | Â | 3,304 | I | As Custodian for Daughter 1 |
| Common Stock | Â | Â | Â | Â | Â | Â | 3,304 | I | As Custodian for Daughter 2 |
| Common Stock | Â | Â | Â | Â | Â | Â | 3,304 | I | By HWS IV 2012 Trust        |
| Common Stock | Â | Â | Â | Â | Â | Â | 3,304 | I | By MHS 2010 Trust           |
| Common Stock | Â | Â | Â | Â | Â | Â | 3,304 | I | By MMAS 2008 Trust          |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270  
(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                 |                           |
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 |                                                          |                                                               |                                            |                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                                | Relationships |           |                                 |       |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                                                                               | Director      | 10% Owner | Officer                         | Other |
| Smith Howard W III<br>C/O WALKER & DUNLOP, INC.<br>7501 WISCONSIN AVENUE, SUITE 1200E<br>BETHESDA,Â MDÂ 20814 | Â X           | Â         | Â EVP & Chief Operating Officer | Â     |

## Signatures

/s/ Richard M. Lucas,  
Attorney-in-fact

01/06/2015

\_\_Signature of Reporting Person

Date

## 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) Represents the transfer of shares to the reporting person's spouse.
- (2) Represents the transfer of 790 shares to (i) each of two of the reporting person's daughters under the Uniform Transfers to Minors Act and (ii) each of the HWS IV 2012 Trust, MHS 2010 Trust, and MMAS 2008 Trust.
- (3) Represents the transfer of 790 shares by the reporting person's spouse to (i) each of two of the reporting person's daughters under the Uniform Transfers to Minors Act and (ii) each of the HWS IV 2012 Trust, MHS 2010 Trust, and MMAS 2008 Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.