

Botein Matthew  
Form 4  
March 04, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
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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SEC 1474  
(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)	Beneficial Ownership Following Reportable Transaction (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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