### Edgar Filing: JOHNSON WILLIAM W - Form 4

JOHNSON W Form 4 October 30, 2												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									PPROVAL 3235-0287			
subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Estimate burden						Expires: Estimated a burden hou response	ours per					
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <u>*</u> JOHNSON WILLIAM W			2. Issuer Name <b>and</b> Ticker or Trading Symbol Two Harbors Investment Corp. [TWO]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 601 CARLS0 330	(First) ON PARKWA	(Middle) Y, SUITE	(Month/Da		insaction			X Director Officer (give below)		6 Owner er (specify		
					nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MINNETON	IKA, MN 5530	5						Form filed by M Person	More than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Dee Execution any (Month/		on Date, if		TransactionAcquired (A) orCodeDisposed of (D)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Stock, par value \$0.01 per share	10/28/2009			А	5,214	A	\$0	55,214	D			

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.

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
JOHNSON WILLIAM W 601 CARLSON PARKWAY SUITE 330 MINNETONKA, MN 55305	Х							
Signatures								
/s/ Timothy O'Brien, attorney-in-fact		10/30/2009	)					
**Signature of Reporting Person		Date						
Explanation of Responses:								

## 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).

## **Remarks:**

Exhibit List

#### Exhibit 24 - Power of Attorney

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.