PENNYMAC FINANCIAL SERVICES, INC.

Form 4

Class A

Stock

Common

02/03/2017

February 06, 2017

FORM	Л 4							OMB A	PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287			
Check t if no loa	ngar							Expires:	January 31, 2005	
subject Section Form 4	to STATEN 16. or							Estimated a burden hou response	average	
Form 5 obligati may con See Inst	ons ntinue. Section 17(suant to Section (a) of the Public 30(h) of the	Utility Ho	olding Co	ompa	ny Act of	1935 or Section	1		
(Print or Type	Responses)									
			Symbol PENNYMAC FINANCIAL				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
SERVICES, INC. [PFSI]										
(1)			3. Date of Earliest Transaction (Month/Day/Year) 02/02/2017				Director 10% Owner _X_ Officer (give title Other (specify below) CALO			
Filed(Month/Day/Year) A					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
WESTLA	KE VILLAGE, CA	A 91361					Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	able I - Non	-Derivativ	e Secu	ırities Acqu	ired, Disposed of,	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code r) (Instr. 8)	4. Secur foor Dispo (Instr. 3	osed of , 4 and (A) or		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 Beneficial Ownership (Instr. 4)	
Class A Common Stock	02/02/2017		S	6,000 (1)	D	\$ 16.9354	57,000	I	The Grogin Living Trust dtd	

6,000

(1)

D

(3)

17.8398 51,000

S

12-19-01

The Grogin

Living

Trust dtd 12-19-01

I

Edgar Filing: PENNYMAC FINANCIAL SERVICES, INC. - Form 4

Class A Common 0 Stock	02/06/2017		S 6,6	0000 D	\$ 18.7381 (4)	45,000	I	Grogin Living Trust dtd 12-19-01	
Reminder: Repor	t on a separate	e line for each class of		Persons winformation required to	who responded in the container to the co	ndirectly. and to the colleged in this form unless the form valid OMB co	m are not orm	SEC 1474 (9-02)	
		Table II - Derivative (e.g., puts,	e Securities Acquire , calls, warrants, op				ed		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		Code	5. ctionNumber of s) Derivative Securitie: Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/`ve ve es d	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	f (5)					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	632,580
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	f (<u>5)</u>					(5)	<u>(5)</u>	Class A Common Stock	33,193
Cl A Units of Private Nat'l Mortgage Acceptance Company, LLC	f (5)					(5)	<u>(5)</u>	Class A Common Stock	22,128.7
Cl A Units of Private Nat'l Mortgage	f (5)					<u>(5)</u>	(5)	Class A Common Stock	11,064.2

The

Edgar Filing: PENNYMAC FINANCIAL SERVICES, INC. - Form 4

Acceptance Company, LLC					
Nonstatutory Stock Option (Right to Buy)	\$ 21.03	06/13/2014	06/12/2023	Class A Common Stock	15,882
Nonstatutory Stock Option (Right to Buy)	\$ 17.26	02/26/2015	02/25/2024	Class A Common Stock	28,216
Nonstatutory Stock Option (Right to Buy)	\$ 17.52	03/03/2016	03/02/2025	Class A Common Stock	23,829
Nonstatutory Stock Option (Right to Buy)	\$ 11.28	03/07/2017	03/06/2026	Class A Common Stock	27,771

CALO

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Grogin Jeffrey

C/O PENNYMAC FINANCIAL SERVICES, INC. 3043 TOWNSGATE ROAD

WESTLAKE VILLAGE, CA 91361

Signatures

/s/ Derek W. Stark, attorney-in-fact for Mr.
Grogin
02/03/2017

**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) These shares of Class A Common Stock were sold pursuant to a 10b5-1 plan.
- The price reported is the weighted average price of multiple transactions ranging from \$16.80 to \$17.025. The reporting person hereby (2) undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of shares of Class A Common Stock and the prices at which the transactions were effected.
- The price reported is the weighted average price of multiple transactions ranging from \$17.55 to \$18.05. The reporting person hereby (3) undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of shares of Class A Common Stock and the prices at which the transactions were effected.
- (4) The price reported is the weighted average price of multiple transactions ranging from \$18.55 to \$18.80. The reporting person hereby undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of shares of Class A Common

Reporting Owners 3

Edgar Filing: PENNYMAC FINANCIAL SERVICES, INC. - Form 4

Stock and the prices at which the transactions were effected.

- Pursuant to the terms of an exchange agreement, Class A Units of Private National Mortgage Acceptance Company, LLC are exchangeable for shares of Class A Common Stock of the Issuer on a one-for-one basis, subject to customary conversion rate adjustments.
- (6) This nonstatutory stock option to purchase 15,882 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of June 13, 2014, 2015 and 2016, subject to the Reporting Person's continued service through each date.
- (7) This nonstatutory stock option to purchase 28,216 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of February 26, 2015, 2016 and 2017, subject to the Reporting Person's continued service through each date.
- (8) This nonstatutory stock option to purchase 23,829 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 3, 2016, 2017 and 2018, subject to the Reporting Person's committed service through each date.
- (9) This nonstatutory stock option to purchase 27,771 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 7, 2017, 2018 and 2019, subject to the Reporting Person's committed service through each date.

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.