Lucas Richard M Form 4 April 06, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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January 31, Expires: 2005

**OMB APPROVAL** 

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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 See Instruction

(Print or Type Responses)

1(b).

may continue.

1. Name and Address of Reporting Person \* Lucas Richard M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) Walker & Dunlop, Inc. [WD]

3. Date of Earliest Transaction

(Check all applicable)

C/O WALKER & DUNLOP,

(Month/Day/Year) 04/05/2018

Director 10% Owner X\_ Officer (give title ) \_ Other (specify

below)

EVP & Gen Counsel & Secretary

INC., 7501 WISCONSIN AVENUE, **SUITE 1200E** 

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BETHESDA, MD 20814

(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. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		(D)	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)			
C			Code V	Amount	(D)	Price	(111011110 11110 1)				
Common Stock	04/05/2018		M	8,475	A	\$ 16.72	142,345	D			
Common Stock	04/05/2018		S <u>(1)</u>	16,608	D	\$ 59.4101 (2)	125,737	D			
Common Stock	04/05/2018		S <u>(1)</u>	1,867	D	\$ 59.9548 (3)	123,870	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 (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. 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.72	04/05/2018		M	8,475	02/15/2018	02/15/2025	Common Stock	8,475

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lucas Richard M C/O WALKER & DUNLOP, INC. 7501 WISCONSIN AVENUE, SUITE 1200E BETHESDA, MD 20814

EVP & Gen Counsel & Secretary

# **Signatures**

/s/ Daniel J. Groman, Attorney-in-fact

04/06/2018

\*\*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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2017.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.90 to \$59.90. The reporting person undertakes to provide Walker & Dunlop, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.92 to \$60.06. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and

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Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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