

PENNYMAC FINANCIAL SERVICES, INC.

Form 4

April 13, 2017

**FORM 4****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).

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCCALLION ANNE

2. Issuer Name and Ticker or Trading  
Symbol  
PENNYMAC FINANCIAL  
SERVICES, INC. [PFSI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O PENNYMAC FINANCIAL  
SERVICES, INC., 3043  
TOWNSGATE ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/11/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Enterprise Ops Officer

(Street)  
WESTLAKE VILLAGE, CA 91361

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

(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) |                      |            | 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|----------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount               | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Class A Common Stock            | 04/11/2017                           |                                                    | S                              |                                                                   | 3,048 <sup>(1)</sup> | D          | \$ 16.55                                                                                      | 16,116 <sup>(2)</sup>                                    | D                                                     |
| Class A Common Stock            | 04/12/2017                           |                                                    | S                              |                                                                   | 1,524 <sup>(1)</sup> | D          | \$ 17.15                                                                                      | 14,592 <sup>(3)</sup>                                    | 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  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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) |
|--------------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                                              |                                                        |                                      |                                                    | 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 | (4)                                                    |                                      |                                                    |                                |                                                                                         | (4) (4)                                                  | Class A Common Stock 715,720                                  |
| Nonstatutory Stock Option (Right to Buy)                     | \$ 21.03                                               |                                      |                                                    |                                |                                                                                         | 06/13/2014 06/12/2023                                    | Class A Common Stock 15,882 (5)                               |
| Nonstatutory Stock Option (Right to Buy)                     | \$ 17.26                                               |                                      |                                                    |                                |                                                                                         | 02/26/2015 02/25/2024                                    | Class A Common Stock 28,216 (6)                               |
| Nonstatutory Stock Option (Right to Buy)                     | \$ 17.52                                               |                                      |                                                    |                                |                                                                                         | 03/03/2016 03/02/2025                                    | Class A Common Stock 23,829 (7)                               |
| Nonstatutory Stock Option (Right to Buy)                     | \$ 11.28                                               |                                      |                                                    |                                |                                                                                         | 03/07/2017 03/06/2026                                    | Class A Common Stock 27,771 (8)                               |
| Nonstatutory Stock Option (Right to Buy)                     | \$ 18.05                                               |                                      |                                                    |                                |                                                                                         | 03/06/2018 03/05/2027                                    | Class A Common Stock 22,506 (9)                               |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships |           |                                    |       |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
|                                                                                                              | Director      | 10% Owner | Officer                            | Other |
| MCCALLION ANNE<br>C/O PENNYMAC FINANCIAL SERVICES, INC.<br>3043 TOWNSGATE ROAD<br>WESTLAKE VILLAGE, CA 91361 |               |           | Chief<br>Enterprise Ops<br>Officer |       |

## Signatures

/s/ Jeffrey P. Grogin, attorney-in-fact for Ms.  
McCallion

04/13/2017

\_\_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.

(2) The reported amount consists of 9,002 restricted stock units and 7,114 shares of Class A Common Stock. The restricted stock units are to be settled in an equal number of shares of Class A Common Stock upon vesting.

(3) The reported amount consists of 9,002 restricted stock units and 5,590 shares of Class A Common Stock. The restricted stock units are to be settled in an equal number of shares of Class A Common Stock upon vesting.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

(8) 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.

(9) This nonstatutory stock option to purchase 22,506 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 6, 2018, 2019 and 2020, 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.

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