

MCCALLION ANNE

Form 4

December 08, 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

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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)  
12/06/2017

\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 12/06/2017                              |                                                             | M                                       | 5,000<br>(1)                                                        | A \$ 0 (2) 5,000                                                                                                   | I                                                                       | The<br>McCallion<br>Family<br>Trust dated<br>12/21/98             |
| Class A<br>Common<br>Stock            | 12/06/2017                              |                                                             | S                                       | 5,000<br>(3)                                                        | \$ 21.47 (4) 0                                                                                                     | I                                                                       | The<br>McCallion<br>Family<br>Trust dated<br>12/21/98             |

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|                            |            |   |              |   |                 |            |   |                                                       |
|----------------------------|------------|---|--------------|---|-----------------|------------|---|-------------------------------------------------------|
| Class A<br>Common<br>Stock | 12/07/2017 | M | 5,000<br>(1) | A | \$ 0 (2)        | 5,000      | I | The<br>McCallion<br>Family<br>Trust dated<br>12/21/98 |
| Class A<br>Common<br>Stock | 12/07/2017 | S | 5,000<br>(3) | D | \$<br>21.68 (5) | 0          | I | The<br>McCallion<br>Family<br>Trust dated<br>12/21/98 |
| Class A<br>Common<br>Stock |            |   |              |   |                 | 10,526 (6) | 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.**

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<br>Derivative<br>Security<br>(Instr. 3)                         | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|------------------------------------------------------------------|-------------------------------------|
|                                                                             |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                            | Amount<br>or<br>Number<br>of Shares |
| Cl A Units of<br>Private Nat'l<br>Mortgage<br>Acceptance<br>Company,<br>LLC | (2)                                                                | 12/06/2017                              |                                                             | M                                    | 5,000                                                                                                           | (2)                                                            | (2)                | Class A<br>Common<br>Stock                                       | 5,000<br>(1)                        |
| Cl A Units of<br>Private Nat'l<br>Mortgage<br>Acceptance<br>Company,<br>LLC | (2)                                                                | 12/07/2017                              |                                                             | M                                    | 5,000                                                                                                           | (2)                                                            | (2)                | Class A<br>Common<br>Stock                                       | 5,000<br>(1)                        |
| Nonstatutory                                                                | \$ 21.03                                                           |                                         |                                                             |                                      |                                                                                                                 | 06/13/2014                                                     | 06/12/2023         | Class A                                                          | 15,88                               |

|                                                |          |            |            |                         |               |
|------------------------------------------------|----------|------------|------------|-------------------------|---------------|
| Stock Option<br>(Right to Buy)                 |          |            |            | Common Stock            | (7)           |
| Nonstatutory<br>Stock Option<br>(Right to Buy) | \$ 17.26 | 02/26/2015 | 02/25/2024 | Class A<br>Common Stock | 28,21<br>(8)  |
| Nonstatutory<br>Stock Option<br>(Right to Buy) | \$ 17.52 | 03/03/2016 | 03/02/2025 | Class A<br>Common Stock | 23,82<br>(9)  |
| Nonstatutory<br>Stock Option<br>(Right to Buy) | \$ 11.28 | 03/07/2017 | 03/06/2026 | Class A<br>Common Stock | 27,77<br>(10) |
| Nonstatutory<br>Stock Option<br>(Right to Buy) | \$ 18.05 | 03/06/2018 | 03/05/2027 | Class A<br>Common Stock | 22,50<br>(11) |

## 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/ Derek W. Stark, attorney-in-fact for Ms.  
McCallion

12/08/2017

\*\*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) Represents shares of Class A Common Stock received upon the exchange of Class A Units of Private National Mortgage Acceptance Company, LLC.
- (2) 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.
- (3) These shares of Class A Common Stock were sold pursuant to a 10b5-1 plan.
- (4) The price reported is the weighted average price of multiple transactions ranging from \$21.30 to \$21.625. The reporting person hereby undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of Class A Common Stock and the prices at which the transactions were effected.

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- (5) The price reported is the weighted average price of multiple transactions ranging from \$21.50 to \$21.90. The reporting person hereby undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of Class A Common Stock and the prices at which the transactions were effected.
- (6) The reported amount consists of 9,002 restricted stock units and 1,524 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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. 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.