

Armour Residential REIT, Inc.
 Form 4
 April 03, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLLIHAN JOHN P III

2. Issuer Name and Ticker or Trading Symbol
**Armour Residential REIT, Inc.
 [ARR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3001 OCEAN DRIVE, SUITE 201
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

VERO BEACH, FL 32963

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | (Instr. 5) |
|---|------------------------------------|------------------|------------|---|-----|-----|---------------------|--------------------|-----------------|--|------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 03/31/2012 | A | | 315 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 315 | <u>(3)</u> |
| Phantom Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 06/30/2012 | A | | 63 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> |
| Phantom Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 09/30/2012 | A | | 63 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> |
| Phantom Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 12/31/2012 | A | | 63 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> |
| Phantom Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 03/31/2013 | A | | 63 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> |
| Phantom Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 06/30/2013 | A | | 63 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> |
| Phantom Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 09/30/2013 | A | | 63 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> |
| Phantom Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 12/31/2013 | A | | 63 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> |
| Phantom Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 03/31/2014 | A | | 63 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> |
| Phantom Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 06/30/2014 | A | | 63 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> |
| Phantom Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> | 09/30/2014 | A | | 63 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> |
| Phantom | <u>(3)</u> | 12/31/2014 | A | | 63 | | <u>(1)(2)</u> | <u>(1)(2)</u> | Common | 63 | <u>(3)</u> |

| Stock ⁽¹⁾ <u>(2)</u> | | | | | | | | Stock | | |
|---|------------|------------|---|-------------------------|---------------|---------------|-----------------|-------|------------|--|
| Phantom Stock ⁽¹⁾ <u>(2)</u> | <u>(3)</u> | 03/31/2015 | A | 63 | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> | |
| Phantom Stock ⁽¹⁾ <u>(2)</u> | <u>(3)</u> | 06/30/2015 | A | 63 | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> | |
| Phantom Stock ⁽¹⁾ <u>(2)</u> | <u>(3)</u> | 09/30/2015 | A | 63 | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 63 | <u>(3)</u> | |
| Phantom Stock ⁽¹⁾ <u>(2)</u> | <u>(3)</u> | 12/31/2015 | A | <u>53</u> <u>(2)</u> | <u>(1)(2)</u> | <u>(1)(2)</u> | Common Stock | 53 | <u>(3)</u> | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLLIHAN JOHN P III 3001 OCEAN DRIVE SUITE 201 VERO BEACH, FL 32963 | X | | | |

Signatures

/s/ John P.
Hollihan III

04/03/2012

**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 reporting person was granted an aggregate of 1,250 shares of phantom stock under ARMOUR Residential REIT, Inc.'s 2009 Stock Incentive Compensation Plan pursuant to a vesting schedule described below. 315 shares of the reporting person's phantom stock vested on March 31, 2012 with an additional 63 shares of phantom stock vesting on the last day of each fiscal quarter until September 30, 2015. On December 31, 2015, 53 shares will vest, at which time all phantom stock will be vested. The 1,250 shares of phantom stock is in addition to the 3,750 shares of phantom stock granted to the reporting person and subject to a five-year vesting schedule, which began on March 31, 2011. The 3,750 shares of phantom stock were separately reported on a Form 4 filed by the reporting person on April 4, 2011.

(2) Upon termination of the reporting person's service with ARMOUR, all phantom shares which have not vested prior to or concurrently with such termination will be forfeited by the reporting person; provided, however, that the phantom shares will vest if the termination is due to death, disability, termination without cause, or retirement after age 62. The phantom shares will automatically vest upon a change in control of ARMOUR. The reporting person will be entitled to an equal number of shares of ARMOUR common stock within 30 days of vesting. The reporting person also has the right to elect to receive the amount of cash necessary to pay any income taxes instead of some of the shares of ARMOUR common stock. With respect to each phantom share, the reporting person will receive a cash payment in an amount equal to the cash dividend distributions paid in the ordinary course on a share of ARMOUR common stock.

(3) Each unit of phantom stock is the economic equivalent of one share of ARMOUR common stock.

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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