

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GORIN WILLIAM S</u> (Last) (First) (Middle) <u>C/O MFA FINANCIAL, INC.</u> <u>350 PARK AVENUE, 20TH FLOOR</u> (Street) <u>NEW YORK, NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MFA FINANCIAL, INC. [MFA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/24/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			
Common Stock, par value \$0.01 per share	01/24/2014		M ⁽¹⁾		3,567	A	\$0 ⁽²⁾	717,620	D	
Common Stock, par value \$0.01 per share	01/24/2014		F ⁽³⁾		3,567	D	\$7.19	714,053	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Shares	(4)	01/24/2014		A		82,500		(5)	(5)	Common Stock	82,500	\$0	246,750	D	
Phantom Shares	(4)	01/24/2014		A		82,500		(6)	(6)	Common Stock	82,500	\$0	329,250	D	
Phantom Shares	(4)	01/24/2014		A		70,621		(7)	(7)	Common Stock	70,621	\$0	399,871	D	
Phantom Shares	(8)	01/24/2014		M			3,567	01/24/2014	01/24/2014	Common Stock	3,567	(8)	396,304	D	

Explanation of Responses:

- Shares acquired pursuant to the settlement of restricted stock units (i.e., phantom shares) granted to the reporting person on January 24, 2014.
- Each phantom share is the economic equivalent of one share of MFA Financial, Inc. ("MFA") common stock. Each phantom share was settled in one share of MFA common stock.
- The reported disposition represents the surrender of shares to satisfy FICA tax obligations arising from the vesting of phantom shares and federal, state and local income tax obligations arising therefrom.
- Each phantom share represents the right to receive one share of MFA Financial, Inc. common stock.
- These phantom shares are scheduled to vest, subject to forfeiture, on December 31, 2016, and thereafter will be settled in an equivalent number of shares of MFA common stock within 15 days following the vesting date.
- These phantom shares are performance-based equity awards. The number of phantom shares reported represents the target number of phantom shares granted. The number of underlying shares of MFA common stock that the recipient becomes entitled to receive at the time of vesting will generally range from 0% to 200% of the target number of phantom shares granted, subject to the achievement of a pre-established performance metric. The vesting of these phantom shares will generally occur on December 31, 2016, based on MFA's total stockholder return for the three years then ended. The number of phantom shares to vest will be adjusted to reflect the value of any dividends paid on MFA's common stock during the vesting period in respect of the number of phantom shares that ultimately vest. The phantom shares will be settled in an equivalent number of shares of MFA common stock within 30 days following the vesting date.
- These phantom shares vested on January 24, 2014 (i.e., the date of grant), and will be settled in an equivalent number of shares of MFA common stock within 30 days following the earlier of (i) January 24, 2017 and (ii) a change in control of MFA; provided, however, that a portion of such phantom shares may be settled at an earlier date for the purpose of surrendering shares to satisfy FICA and other tax obligations resulting from the vesting of such phantom shares.
- Reflects partial settlement of vested phantom shares granted on January 24, 2014, for purpose of surrendering shares to satisfy FICA and other tax obligations (see note 7 above). Each phantom share is the economic equivalent of one share of MFA common stock. Each phantom share was settled in one share of MFA common stock.

Remarks:

/s/ William S. Gorin

01/24/2014

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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