

Armour Residential REIT, Inc.
 Form 4
 July 05, 2013

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 *
 Zimmer Jeffrey J

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)
 07/02/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-CEO, President & Secretary

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.001 per share | 07/02/2013 | | M | (A) or (D) Code V Amount (D) Price 17,931 (1) A 11 | 84,789 | 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)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zimmer Jeffrey J 3001 OCEAN DRIVE SUITE 201 VERO BEACH, FL 32963 | X | | Co-CEO, President & Secretary | |

Signatures

/s/ Jeffrey J. Zimmer 07/03/2013

__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) On July 2, 2013, the reporting person elected to redeem 2,338 shares out of 4,875 shares of vested phantom stock previously granted under ARMOUR Residential REIT, Inc.'s Amended and Restated 2009 Stock Incentive Plan (the "Incentive Plan") into 2,338 shares of ARMOUR common stock. The reporting person also elected to redeem the remaining 2,537 shares of vested phantom stock, but immediately forfeited those shares to pay income taxes on the vesting grant. The 4,875 shares are part of, and relate to, phantom stock vesting over a 5-year period, which was reported on Form 4s filed by the reporting person on April 4, 2011 and April 3, 2012. In addition, on July 2, 2013, the reporting person elected to redeem 6,725 shares out of 13,450 shares of vested phantom stock into 6,725 shares of ARMOUR common stock. The reporting person also elected to redeem the remaining 6,725 shares of vested phantom stock, but immediately forfeited those shares to pay income taxes on the vesting grant.

Remarks:

On July 2, 2013, the reporting person also elected to redeem 8,868 shares out of 26,504 shares of vested phantom stock into 8,75,104 shares of the aggregate phantom stock vesting over such 5-year period are subject to the stockholders of ARMOUR ap
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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