

Zimmer Jeffrey J  
Form 4  
April 03, 2012

**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 \*  
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)  
03/31/2012

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

VERO BEACH, FL 32963

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

(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	(D)	Price

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 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 Securities	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)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								(Instr.
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	03/31/2012	A		6,095		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	6,095		<u>(4)</u>
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	06/30/2012	A		1,219		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,219		<u>(4)</u>
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	09/30/2012	A		1,219		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,219		<u>(4)</u>
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	12/31/2012	A		1,219		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,219		<u>(4)</u>
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	03/31/2013	A		1,219		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,219		<u>(4)</u>
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	06/30/2013	A		1,219		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,219		<u>(4)</u>
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	09/30/2013	A		1,219		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,219		<u>(4)</u>
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	12/31/2013	A		1,219		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,219		<u>(4)</u>
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	03/31/2014	A		1,219		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,219		<u>(4)</u>
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	06/30/2014	A		1,219		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,219		<u>(4)</u>
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	09/30/2014	A		1,219		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,219		<u>(4)</u>
Phantom Stock <sup>(1)</sup> <u>(2)</u> <u>(3)</u>	<u>(4)</u>	12/31/2014	A		1,219		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,219		<u>(4)</u>

(2) (3)

Phantom

Stock <sup>(1)</sup>

(2) (3)

(4)

03/31/2015

A

1,219

(1)(2)(3)

(1)(2)(3)

Common  
Stock

1,219

(4)

Phantom

Stock <sup>(1)</sup>

(2) (3)

(4)

06/30/2015

A

1,219

(1)(2)(3)

(1)(2)(3)

Common  
Stock

1,219

(4)

Phantom

Stock <sup>(1)</sup>

(2) (3)

(4)

09/30/2015

A

1,219

(1)(2)(3)

(1)(2)(3)

Common  
Stock

1,219

(4)

Phantom

Stock <sup>(1)</sup>

(2) (3)

(4)

12/31/2015

A

1,214

(1)(2)(3)

(1)(2)(3)

Common  
Stock

1,214

(4)

## 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 & CFO	

## Signatures

/s/ Jeffrey J.

04/03/2012

Zimmer

    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 24,375 shares of phantom stock under ARMOUR Residential REIT, Inc.'s 2009 Stock Incentive Compensation Plan pursuant to a vesting schedule described below. 6,095 shares of the reporting person's phantom stock vested on March 31, 2012 with an additional 1,219 shares of phantom stock vesting on the last day of each fiscal quarter until September 30, 2015. On December 31, 2015, 1,214 shares will vest, at which time all phantom stock will be vested. The 24,375 shares of phantom stock is in addition to the 73,125 shares of phantom stock granted to the reporting person and subject to a five-year vesting schedule, which began on March 31, 2011. The 73,125 shares were separately reported on a Form 4 filed by the reporting party April 4, 2011.

(2) Upon termination of the reporting person's service with ARMOUR Residential Management LLC, ARMOUR's manager, or the termination of the Management Agreement between ARMOUR and ARRM, 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.

(3) 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.

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(4) 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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