

Walker & Dunlop, Inc.
Form 4
December 27, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Fortress Investment Group LLC

(Last) (First) (Middle)

SEE FOOTNOTE (1), 1345
AVENUE OF THE AMERICAS,
46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Walker & Dunlop, Inc. [WD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D) Price	
Common stock, par value \$0.01 per share	12/21/2012		J		11,647,255	D 11 16,056,170	I See note (1)
Common stock, par value \$0.01 per share	12/21/2012		J		2,664,136	A 11 16,056,170	I See note (1)
	12/21/2012		J		862,477	A 11 16,056,170	I

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Common stock, par value \$0.01 per share								See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	923,023	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	1,097,595	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	49,060	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	89,560	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	137,777	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	2,329,451	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	1,552,967	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
Common stock, par value \$0.01 per share	12/21/2012	J	970,605	A	<u>(1)</u>	16,056,170	I	See note <u>(1)</u>
	12/21/2012	J	776,483	A	<u>(1)</u>	16,056,170	I	

Common stock, par value \$0.01 per share								See note (1)
Common stock, par value \$0.01 per share	12/21/2012	J	194,121	A	Ⓛ	16,056,170	I	See note (1)

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortress Investment Group LLC SEE FOOTNOTE (1) 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105			X	

Signatures

See signatures included in Exhibit 99.1
12/21/2012

**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) See exhibit 99.1.

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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