PENNYMAC FINANCIAL SERVICES, INC.

Form 5

March 31, 2015

Wiaicii 51, 20	113										
<b>FORM</b>	5								PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Check this box if no longer subject  Washington, D.C. 20549							OMB Number: Expires:	3235-0362 January 31,			
to Section Form 4 or 1 5 obligation may contin See Instruc	ENT OF CHANGES IN BENE RSHIP OF SECURITIES					Estimated average burden hours per response 1					
1(b). Form 3 Ho Reported Form 4 Transaction Reported	oldings Section 17(a	uant to Section 1 ) of the Public U 30(h) of the In	tility Holdin	g Compa	ıny A	ct of 1	1935 or Sectio	n			
Youssouf Emily Ann S			2. Issuer Name and Ticker or Trading Symbol PENNYMAC FINANCIAL SERVICES, INC. [PFSI]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (M	(Month/D	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014			-	_X Director Officer (give pelow)	ve title 10% Owner Other (specify below)			
	MAC FINANCI. INC., 6101 CO	AL									
	endment, Date Original onth/Day/Year)			6. Individual or Joint/Group Reporting  (check applicable line)							
MOORPAR	K, CA 93021					-	_X_ Form Filed by Form Filed by ! Person	One Reporting Po			
(City)	(State)	Zip) Tabl	e I - Non-Deri	ivative Sec	uritie	s Acqui	ired, Disposed of	f, or Beneficial	ly 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)	(A) or Di (D)	(Instr. 3, 4 and 5)  (A)  or		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A Common Stock	11/14/2014	Â	S4	435 <u>(1)</u>	(D)	Price \$ 15.6	7,674 <u>(2)</u>	D	Â		
	ort on a separate line cicially owned directly		contained in	n this for	m are	not re	lection of infor equired to resp lid OMB contro	ond unless	SEC 2270 (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	2.	3. Transaction Date		4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					.,					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
						Exercisable	Date		of	
					(A) (D)				Shares	

of D

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Other		
Youssouf Emily Ann						
C/O PENNYMAC FINANCIAL SERVICES, INC.	â v	Â	â	â		
6101 CONDOR DRIVE	АЛ	Α	А	A		
MOORPARK, CA 93021						

## **Signatures**

/s/ Derek W. Stark, attorney-in-fact for Ms. Youssouf

03/31/2015

\*\*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 common shares of beneficial interest were sold pursuant to a 10b5-1 plan in order to pay estimated tax obligations resulting from the vesting of 872 restricted share units on November 11, 2014.
- (2) The reported amount consists of 7,237 restricted stock units and 437 common shares of beneficial interest. The restricted stock units are to be settled in an equal number of shares of Class A Common Stock upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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