

Fartaj Vandad  
 Form 3/A  
 March 05, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Â Fartaj Vandad (Last) (First) (Middle)  C/O PENNYMAC MORTGAGE INVESTMENT TRUST,Â 27001 AGOURA ROAD (Street)  CALABASAS,Â CAÂ 91301 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/03/2010	3. Issuer Name and Ticker or Trading Symbol PennyMac Mortgage Investment Trust [PMT]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Investment Officer	5. If Amendment, Date Original Filed(Month/Day/Year) 03/05/2010	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common shares of Beneficial Interest	20,000 <sup>(1)</sup> <sup>(2)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fartaj Vandad C/O PENNYMAC MORTGAGE INVESTMENT TRUST 27001 AGOURA ROAD CALABASAS, CA 91301	Â	Â	Â Chief Investment Officer	Â

## Signatures

/s/ Vandad Fartaj                      03/05/2010

\_\_Signature of                              Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) This amended Form 3 is being filed to appropriately reflect Mr. Fartaj's holdings and information. His original Form 3 filing inadvertently contained information for another officer of the Company.  
  
Mr. Fartaj was granted (i) 2,400 restricted share units on August 4, 2009 upon the completion of the Company's initial public offering and (ii) 17,600 restricted share units on March 2, 2010 in connection with his appointment as Chief Investment Officer. The restricted share units, which vest in four equal annual installments beginning on the first anniversary of the grant date, are to be settled in an equal number of common shares of beneficial interest upon vesting.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space 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.