

PennyMac Mortgage Investment Trust  
 Form 4/A  
 February 17, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**KURLAND STANFORD L**

2. Issuer Name and Ticker or Trading Symbol  
**PennyMac Mortgage Investment Trust [PMT]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/11/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**C/O PENNYMAC MORTGAGE INVESTMENT TRUST, 27001 AGOURA ROAD**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/12/2009**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**CALABASAS, CA 91301**

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Shares of Beneficial Interest	11/11/2009		P	400	A	\$ 17.18	400	I	By Kurland Family Trust
Common Shares of Beneficial Interest	11/11/2009		P	300	A	\$ 17.22	700	I	By Kurland Family Trust
Common Shares of	11/11/2009		P	3,500	A	\$ 17.29	4,200	I	By Kurland

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Beneficial Interest									Family Trust
Common Shares of Beneficial Interest	11/11/2009	P	5,000	A	\$ 17.3	9,200	I		By Kurland Family Trust
Common Shares of Beneficial Interest	11/11/2009	P	5,800	A	\$ 17.31	15,000	I		By Kurland Family Trust
Common Shares of Beneficial Interest						207,290	D		

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. Number of Derivative Securities Owned Following Reporting Date (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KURLAND STANFORD L C/O PENNYMAC MORTGAGE INVESTMENT TRUST 27001 AGOURA ROAD CALABASAS, CA 91301	X		Chairman and CEO	

## Signatures

/s/ Stanford L.  
Kurland

02/17/2011

\_\_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).

### Remarks:

This amended Form 4 is being filed to appropriately reflect that the transactions reported on November 12, 2009 as direct acqu

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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