

REDWOOD TRUST INC

Form 4

November 29, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GEORGE E BULL

(Last) (First) (Middle)

1 BELVEDERE PLACE, SUITE 300

(Street)

MILL VALLEY, CA 94941

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
REDWOOD TRUST INC [RWT]

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

11/29/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman Of The Board/CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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 Beneficial Ownership (Instr. 4)
Common Stock	11/29/2006		M	27,100	A \$ 36.875	199,725	I by Trust
Common Stock	11/29/2006		M	100,000	A \$ 37.75	299,725	I by Trust
Common Stock	11/29/2006		F	67,194	D \$ 56.18	232,531	I by Trust
Common Stock	11/29/2006		F	12,712	D \$ 56.18	219,819	I by Trust
Common Stock	11/29/2006		M	782	A \$ 27.05	220,601	I by Trust

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Common Stock	11/29/2006	M	40,736	A	\$ 45	261,337	I	by Trust
Common Stock	11/29/2006	F	3,141	D	\$ 56.18	258,196	I	by Trust
Common Stock	11/29/2006	F	32,629	D	\$ 56.18	225,567	I	by Trust
Common Stock	11/29/2006	M	58,279	A	\$ 27.05	283,846	I	by Trust
Common Stock	11/29/2006	F	11,709	D	\$ 56.18	272,137	I	by Trust
Common Stock	11/29/2006	F	28,060	D	\$ 56.18	244,077	I	by Trust
Common Stock						11,651	D	
Common Stock						11,200	I	by IRA
Common Stock						400	I	by Spouse
Common Stock						200	I	by Spouse - IRA

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

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(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 (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 Underlying (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 27.05	11/29/2006		M			782	<u>(1)</u>	12/19/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 36.875	11/29/2006		M			27,100	11/29/2006	12/13/2006	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 27.05	11/29/2006	M	58,279	11/29/2006 ⁽¹⁾	12/19/2012	Comm Stoc
Non-Qualified Stock Option (right to buy)	\$ 37.75	11/29/2006	M	100,000	01/20/1997	01/18/2007	Comm Stoc
Non-Qualified Stock Option (right to buy)	\$ 45	11/29/2006	M	40,736	11/29/2006	07/25/2007	Comm Stoc
Non-Qualified Stock Option (right to buy)	\$ 56.18	11/29/2006	A	39,769	11/29/2006	12/19/2012	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEORGE E BULL 1 BELVEDERE PLACE SUITE 300 MILL VALLEY, CA 94941	X		Chairman Of The Board/CEO	

Signatures

George E. Bull 11/29/2006

__Signature of Date
Reporting Person

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) Twenty-five percent of the options vest on January 1, 2004. The remaining seventy-five percent of the options vest in twelve quarterly installments from April 1, 2004 through January 1, 2007.

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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