

PENNYMAC FINANCIAL SERVICES, INC.  
 Form 4  
 December 30, 2015

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

OMB APPROVAL  
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**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 \*  
 Walker David M

2. Issuer Name and Ticker or Trading Symbol  
 PENNYMAC FINANCIAL SERVICES, INC. [PFSI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Credit Officer

(Last) (First) (Middle)  
 C/O PENNYMAC FINANCIAL SERVICES, INC., 6101 CONDOR DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
 12/28/2015

(Street)  
 MOORPARK, CA 93021

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

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

(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 Beneficial Ownership (Instr. 4)
Class A Common Stock	12/28/2015		M	5,000 (1) A (1)	6,168	I	The Walker Trust 2002 Dated February 13, 2002, As Amended
Class A Common	12/28/2015		S	5,000 (2) \$ 16.2767	1,168	I	The Walker

Stock					(3)				Trust 2002 Dated February 13, 2002, As Amended  The Walker Trust 2002 Dated February 13, 2002, As Amended  The Walker Trust 2002 Dated February 13, 2002, As Amended
Class A Common Stock	12/29/2015	M	5,000 (1)	A	(1)	6,168	I		
Class A Common Stock	12/29/2015	S	1,138 (2)	D	\$ (4)	5,030	I		

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. Amount or Number of Shares
Cl A Units of Private Nat'l Mortgage	(1)	12/28/2015		M	5,000 (1)	(1) (1)	Class A Common Stock	5,000

