

Levine Martin
Form 4
September 07, 2017

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 *
Levine Martin

2. Issuer Name **and** Ticker or Trading
Symbol
Cherry Hill Mortgage Investment
Corp [CHMI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
301 HARPER DRIVE, SUITE 110
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/07/2017

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
Chief Financial Officer

MOORESTOWN, NJ 08057

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	09/07/2017		M ⁽¹⁾		12,917	A	11
					29,517	D	

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

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information contained in this form are not
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(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 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. Puts, Calls, Warrants, Options, Convertible Securities, etc. (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Common Units	(2)	09/07/2017		M	12,917	(2) (2)	Common Stock	12,917

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Levine Martin 301 HARPER DRIVE SUITE 110 MOORESTOWN, NJ 08057	Chief Financial Officer

Signatures

/s/ Martin
Levine 09/07/2017

**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) As previously reported, on July 13, 2017, the reporting person converted long-term incentive plan units ("LTIP Units") in Cherry Hill Operating Partnership, L.P. ("CHOP"), of which the Issuer is the general partner, into common units of limited partnership interest ("Common Units") in CHOP, and on September 7, 2017, the Common Units were redeemed for shares of the Issuer's common stock, all in accordance with CHOP's agreement of limited partnership.

(2) Pursuant to CHOP's agreement of limited partnership, Common Units are redeemable for cash based on the fair market value of an equivalent number of shares of the Issuer's common stock or, at the election of the Issuer, for an equal number of shares of the Issuer's common stock, subject to adjustment in the event of stock dividends, stock subdivisions or combinations.

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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