STOLT JEFFREY

Form 4

August 18, 2011

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

10% Owner

response...

if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Form 5 obligations may continue.

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

1(b).

(Last)

(City)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* STOLT JEFFREY

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Two Harbors Investment Corp. [TWO]

(Check all applicable)

Director

TWO HARBORS INVESTMENT

(State)

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

X\_ Officer (give title Other (specify

below) Vice President, CFO & Treasurer

CORP., 601 CARLSON PARKWAY, SUITE 330

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

08/18/2011

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MINNETONKA, MN 55305

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Amount (D) Price Code V

(A) Transaction(s) (Instr. 3 and 4)

Common Stock, par

per share

P 08/18/2011 2,500 21,000 value \$0.01

D

D

Common Stock, par

08/18/2011

P

P

9.64 1.000 22,000 Α (1)

Α

\$

\$

23,500 D

per share Common

Stock, par

value \$0.01

08/18/2011

1.500

9.74

value \$0.01 per share

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transact Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

STOLT JEFFREY TWO HARBORS INVESTMENT CORP. 601 CARLSON PARKWAY, SUITE 330 MINNETONKA, MN 55305

Vice President, CFO & Treasurer

### **Signatures**

/s/ Jeffrey Stolt 08/18/2011 \*\*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).
- Per share price reflects the average price paid. The shares were purchased in multiple transactions at prices ranging from \$9.6395 to \$9.6399. The Reporting Person undertakes to provide, upon request, full information regarding the shares purchased in such transactions.

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.

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