

Armour Residential REIT, Inc.
 Form 4
 July 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
ULM SCOTT

2. Issuer Name and Ticker or Trading Symbol
**Armour Residential REIT, Inc.
 [ARR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3001 OCEAN DRIVE, SUITE 201
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-CEO and CIO

VERO BEACH, FL 32963

(City) (State) (Zip)

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

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)
Common Stock, par value \$0.001 per share	07/02/2013		M	(A) or (D) 19,724 (1)	159,449	D	

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

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SEC 1474
 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
ULM SCOTT 3001 OCEAN DRIVE SUITE 201 VERO BEACH, FL 32963	X		Co-CEO and CIO	

Signatures

/s/ Scott J. Ulm 07/03/2013

**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) On July 2, 2013, the reporting person elected to redeem 2,551 shares out of 4,875 shares of vested phantom stock previously granted under ARMOUR Residential REIT, Inc.'s Amended and Restated 2009 Stock Incentive Plan (the "Incentive Plan") into 2,551 shares of ARMOUR common stock. The reporting person also elected to redeem the remaining 2,324 shares of vested phantom stock, but immediately forfeited those shares to pay income taxes on the vesting grant. The 4,875 shares are part of, and relate to, phantom stock vesting over a 5-year period, which was reported on Form 4s filed by the reporting person on April 4, 2011 and April 3, 2012. In addition, on July 2, 2013, the reporting person elected to redeem 6,725 shares out of 13,450 shares of vested phantom stock into 6,725 shares of ARMOUR common stock. The reporting person also elected to redeem the remaining 6,725 shares of vested phantom stock, but immediately forfeited those shares to pay income taxes on the vesting grant.

Remarks:

On July 2, 2013, the reporting person also elected to redeem 10,448 shares out of 26,504 shares of vested phantom stock into 10,448 shares of ARMOUR common stock.

75,104 shares of the aggregate phantom stock vesting over such 5-year period are subject to the stockholders of ARMOUR apartment REIT, Inc.

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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