

LUMINENT MORTGAGE CAPITAL INC
 Form 4
 January 28, 2005

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 *
GUTIERREZ ALBERT J

2. Issuer Name and Ticker or Trading Symbol
LUMINENT MORTGAGE CAPITAL INC [LUM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 909 MONTGOMERY STREET,
 SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
 01/14/2005

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

(Street)
 SAN FRANCISCO, CA 94133

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | 01/14/2005 | | J ⁽¹⁾ | 26,430 A | \$ 0 ₍₁₎ 26,430 ⁽²⁾ | I | See footnote ⁽³⁾ |
| Common Stock | 01/28/2005 | | J ⁽⁴⁾ | 855 D | \$ 0 ₍₄₎ 25,575 | I | See footnote ⁽³⁾ |
| Common Stock | 01/28/2005 | | J ⁽⁵⁾ | 855 A | \$ 0 ₍₅₎ 168,580 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------------|
| | | | | 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 |
| GUTIERREZ ALBERT J 909 MONTGOMERY STREET, SUITE 500 SAN FRANCISCO, CA 94133 | X | | President | |

Signatures

/S/PETER T. HEALY, ESQ. ATTORNEY-IN-FACT FOR ALBERT J. GUTIERREZ

01/28/2005

**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).
- This transaction relates to the forfeiture of certain shares of restricted stock originally granted pursuant to Section 6.2 of the Company's management agreement, which shares were returned to Seneca Capital Management LLC upon the forfeiture of such shares by one of Seneca Capital Management LLC's employees.
- (1) management agreement, which shares were returned to Seneca Capital Management LLC upon the forfeiture of such shares by one of Seneca Capital Management LLC's employees.
 - (2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest in Seneca Capital Management LLC, and this filing shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.
 - (3) Mr. Gutierrez is a principal at Seneca Capital Management LLC and serves as fixed-income chief investment officer.
 - (4) This transaction is a disposition of restricted stock by Seneca Capital Management LLC.
 - (5) This transaction is a restricted stock award.

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.