Cherry Hill Mortgage Investment Corp Form 4 October 09 2013

FORM	л. Г <b>Л</b>							PPROVAL			
	UNITI	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287			
Check this if no long	er	ger ) to the						January 31,			
subject to Section 10 Form 4 or Form 5 obligation	6. Filed	pursuant to	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section				Expires: Estimated a burden hou response	irs per			
may conti <i>See</i> Instru 1(b).	nue.			•	Company Act of						
Print or Type R	lesponses)										
1. Name and Address of Reporting Person <u>*</u> Middleman Stanley C.			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Issuer	5. Relationship of Reporting Person(s) to Issuer				
			Cherry Hill Mortgage Investment Corp [CHMI]			t (Chec	(Check all applicable)				
(Last) (First) (Middle) 301 HARPER DRIVE, SUITE 110			3. Date of Earliest Transaction (Month/Day/Year) 10/09/2013			X_ Director Officer (give below)	title $\underline{X}_{109}$ Oth below)	% Owner er (specify			
		4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line)	_X_ Form filed by One Reporting Person					
MOOREST	OWN, NJ 080	)57				Form filed by M Person	Nore than One Ro	eporting			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative Securiti	es Acquired, Disposed of	f, or Beneficial	lly Owned			
(Instr. 3) any		emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	5. Amount of Securities Beneficially ) Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				

		Code	V	Amount	(D)	Price
Common						
Stock, par value \$.01 per share	10/09/2013	D		1,000	D	\$1

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 (9-02) required to respond unless the form displays a currently valid OMB control number.

D

(Instr. 3 and 4)

\$1 1,000,000

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

or

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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units	<u>(1)</u>	10/09/2013		А	5,000	(1)	<u>(1)</u>	Common Stock	5,000	(1)

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Middleman Stanley C. 301 HARPER DRIVE, SUITE 110 MOORESTOWN, NJ 08057	Х	Х					
Signatures							
/s/ Martine Levine, Attorney in Fact	10/09/2013						
<u>**</u> Signature of Reporting Person	I	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).

Represents units of limited partnership interest ("LTIP Units") in Cherry Hill Operating Partnership, LP (the "Operating Partnership"), of which the Issuer is the general partner Vested LTIP Units, upon achieving parity with the common units of limited partnership interest in the Operating Partnership age of the partnership age of the partnership age of the partnership age of the partnership age.

(1) the Operating Partnership pursuant to the terms of the partnership agreement, may be exchanged at any time for cash (as described in the partnership agreement) or, at the election of the Issuer, for shares of common stock on a one-for-one basis. The LTIP Units will vest ratably and become nonforfeitable, subject to the reporting person's continued service as an employee, on October 9, 2014, 2015 and 2016, and have no expiration date.

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.