### Edgar Filing: REDWOOD TRUST INC - Form 4

### REDWOOD TRUST INC

Form 4

November 24, 2009

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

### **OMB APPROVAL**

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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(b).

(Last)

1. Name and Address of Reporting Person \* NICHOLAS BRETT D

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

REDWOOD TRUST INC [RWT]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

below) below) Co-Chief Operating Officer

(Middle)

1 BELVEDERE PLACE, SUITE 300 11/24/2009

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

MILL VALLEY, CA 94941

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 11/24/2009 M 1.098 Α 38,157.56 D 11.4375 Stock

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.

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

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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. Transactic Code (Instr. 8)	5. Number proof 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.4375	11/24/2009		M	1,098	<u>(1)</u>	12/02/2009	Common Stock	1,09
Non-Qualified Stock Option (right to buy)	\$ 11.4375	11/24/2009		F(2)	960	<u>(1)</u>	12/02/2009	Common Stock	960
Non-Qualified Stock Option (right to buy)	\$ 11.4375	11/24/2009		F(3)	7,942	<u>(1)</u>	12/02/2009	Common Stock	7,94

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

NICHOLAS BRETT D 1 BELVEDERE PLACE SUITE 300 MILL VALLEY, CA 94941

Co-Chief Operating Officer

## **Signatures**

Brett D.
Nicholas

\*\*Signature of Reporting Person

Brett D.

11/24/2009

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) The option becomes exercisable in four equal installments on the 4th day of May in 2001, 2002, 2003, and 2004.
- (2) This transaction represents the withholding of securities incident to the payment of tax liability relating to the option exercise.
- (3) This transaction represents the payment of option exercise price by withholding securities incident to the exercise.

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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