Cherry Hill Mortgage Investment Corp

Form 4 June 11, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

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

Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Lown Jay

(Last)

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

Cherry Hill Mortgage Investment

Corp [CHMI]

301 HARPER DRIVE, SUITE 110

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 06/10/2014

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

_X__ Director 10% Owner X_ Officer (give title

Other (specify below)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

President and CIO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

MOORESTOWN, NJ 08057

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

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

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

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

(Instr. 4)

Ownership (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Execution Date, if

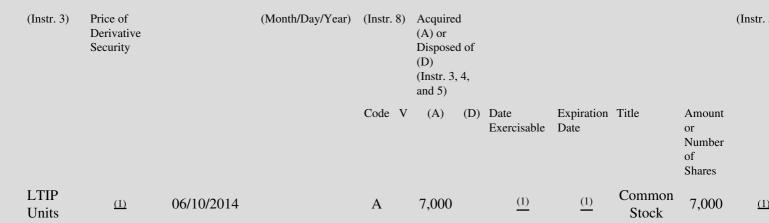
(Month/Day/Year)

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)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pric Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deriva Securi Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lown Jay				
301 HARPER DRIVE, SUITE 110	X		President and CIO	
MOORESTOWN, NJ 08057				

Signatures

/s/ Jeffrey Lown
II

**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).

Represents units of limited partnership interests ("LTIP Units") in Cherry Hill Operating Partnership, L.P. (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 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 to the Issuer, the external manager, Cherry Hill Mortgage Management, LLC or its affiliate, on June 10, 2015, 2016 and 2017, 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.

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