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REDWOOI Form 4 June 09, 20	D TRUST INC										
									OMB A	PPROVAL	
FORM	UNITED	STATES S		RITIES A			IGE	COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934								Estimated burden ho response	Expires:January 31Estimated averageburden hours perresponse0.5		
obligatio may cor <i>See</i> Inst 1(b).	tinue.			Itility Hol	•	- ·		of 1935 or Secti 40	on		
(Print or Type	Responses)										
Abate Christopher J Syml				2. Issuer Name and Ticker or Trading ymbol REDWOOD TRUST INC [RWT]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(M				3. Date of Earliest Transaction (Month/Day/Year) 06/08/2016				Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer			
				Amendment, Date Original d(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
MILL VAI	LEY, CA 94941							Person	More than One F	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securiti	ies Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	ate, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Reminder: Re	port on a separate line	e for each clas	s of secu	urities benet	ficially ow	ned direc	ctly 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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security	(Month/Day/Ye	ear) (Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Inst
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (1)	\$ 14.51 (2)	06/08/2016	А		20,675		(3)	(4)	Common Stock	20,675	9

Reporting Owners

Reporting Owner Name / Address				
1	Director	10% Owner	Officer	Other
Abate Christopher J 1 BELVEDERE PLACE SUITE 300 MILL VALLEY, CA 94941			Chief Financial Officer	
Signaturos				

06/08/2016

Signatures

/s/ Attorney-In-Fact: Andrew P. Stone

**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) This transaction relates to the grant of deferred stock units approved by the Compensation Committee of the Board of Directors to Mr. Abate in connection with his promotion to the role of President, effective on July 1, 2016.
- (2) Represents grant date fair value of the DSUs issued, based on the fair market value of RWT common stock on the transaction date under the 2014 Incentive Award Plan.
- (3) 25% vests 7/31/2017, 6.25% every quarter thereafter (beginning with the quarter ending 9/30/2017). Fully vested 6/7/2020.
- (4) No expiration date is applicable to deferred stock units.

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.