FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person *

RISKEY MARY KATHRYN

(Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

TWO HARBORS INVESTMENT CORP.

TWO HARBORS INVESTMENT CORP., 590 MADISON AVENUE, 36TH FLOOR 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) A. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (State) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Original Filed (A) or Disposed of (Instr. 3) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code V Amount (D) Price (Instr. 3 and 4) (A) Or Code (Instr. 3 and 4) (Common stock par value)	(Las				[TWO]						_X_ Off	icer (give title b		Officer	elow)
NEW YORK, NY 10022 City (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ox (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3	TWO HARBORS INVESTMENT CORP., 590										CIII	er Accounting	Officer		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially On I. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (A) or Disposed of (Instr. 8) 3. Transaction 4. Securities Acquired (A) or Disposed of (Instr. 3, 4 and 5) 4. Deemed Execution Date, if (Month/Day/Year) 4. Deemed Execution Date, if (Month/Day/Year) 4. Deemed Execution Date, if (Month/Day/Year) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. Transaction (Instr. 3, 4 and 5) 7. Deemed Execution Date, if (Month/Day/Year) 8. Amount of Securities Beneficially Owned Transaction(s) 9. Department of Transaction (Instr. 3, 4 and 5) 9. Department of Transaction (Instr. 3, 4 and 5) 9. Department of Transaction (Instr. 3, 4 and 5) 9. Department of Transaction (Instr. 3, 4 and 5) 9. Department of Transaction (Instr. 3, 4 and 5) 10. Amount of Securities Beneficially Owned Transaction (Instr. 3, 4 and 5) 11. Department of Transaction (Instr. 3, 4 and 5) 12. Transaction (Instr. 3, 4 and 5) 13. Transaction (Instr. 3, 4 and 5) 14. Department of Transaction (Instr. 3, 4 and 5) 15. Amount of Securities Beneficially Owned (Instr. 3, 4 and 5) 16. Department of Transaction (Instr. 3, 4 and 5) 18. Department of Transaction (Instr. 3, 4 and 5) 19. Department of Transaction (Instr. 3, 4 and 5) 19. Department of Transaction (Instr. 3, 4 and 5) 19. Department of Transaction (Instr. 3, 4 and 5) 19. Department of	, ,				4. If Amendment, Date Original Filed(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 Person				
(Instr. 3) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 8) (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) Date (Instr. 3) Date (Instr. 3) Date (Instr. 3) Date (Instr. 8) (Instr. 3) Date (Instr. 8) (Instr. 3) Date (Instr. 3) Date (Instr. 8) (Instr. 3) Date (Instr. 8) (Instr. 3) Date (Instr. 8) Date (Instr.	,				Table I - Non-Derivative Securities Acqu						nired, Disposed of, or Beneficially Owned				
Common stock, par value \$0.01 per share 01/27/2016 A 19,099 A 7.33 46,157 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	,		Date		Execution Date, i	3. Transaction Code (Instr. 8)		4. Securities Acqui (A) or Disposed of (D)		of	Benefici Reported	nt of Securities ally Owned Following Transaction(s)		6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
\$0.01 per share						Code	V	Amount	or	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Persons who respond to the collection of information contained in this form are not required to respond unless			r value	01/27/2016		A			A		46,157			D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned							cont the f ired, D	ained in form dis	this fo plays a of, or Be	rm are curre neficia	e not req ntly vali	uired to re d OMB cor	spond unles	s	1474 (9-02)
Derivative Security (Instr. 3) Price of Derivative Security Security Security Price of Derivative Security Security Security Security Security Security Securities Security Securities Securities Security Securities Securi	erivative curity	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Dar and E (Mon	te Exercis	sable Date	7. Tit Amo Unde Secur (Instr	tle and unt of erlying rities	Derivative Security	Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficia Ownersh (Instr. 4)

Reporting Owners

Depositing Owney Name / Adduses	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
RISKEY MARY KATHRYN TWO HARBORS INVESTMENT CORP. 590 MADISON AVENUE, 36TH FLOOR NEW YORK, NY 10022			Chief Accounting Officer				

Signatures

/s/ Mary K. Riskey 01/28/2016

**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) Represents a restricted stock award issued under Two Harbors Investment Corp.'s Second Restated 2009 Equity Incentive Plan. This award vests in three equal annual installments commencing on the first anniversary of the grant 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.