## 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

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

(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

1. Name and Address of Reporting Person * Farrell Brad				2. Issuer Name and Ticker or Trading Symbol TWO HARBORS INVESTMENT CORP. [TWO]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director Officer (give title below) Other (specify below)				
TWO HARBORS INVESTMENT CORP., 590 MADISON AVENUE, 36TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 05/31/2016									OFO and Treas	ırer		
(Street) NEW YORK, NY 10022			4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting PersonForm filed by More than One Reporting Person					
7)	(State)	(Zip)			Table	I - No	n-Der	ivative	Securitie	s Acq	uired, Dis	posed of, or	Beneficially (	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any		Code (Instr. 8)		(A) or Disposed		of (D)	Benefici Reported	ally Owned Following d Transaction(s)		Ownership Form:	7. Nature of Indirect Beneficial Ownership	
						Code	V	Amour	(A) or (D)	Price	(mou. 3	.,		` /	(Instr. 4)
	value	05/31/2016				S(1).		12,89 ( <u>2</u> )	D	8.48	360,81	2		D	
Report on a s	eparate line 10:	Table II -	Derivative	Secur	ities A	Acquir	Perso conta the fo	ons whatined in orm dis	o respo this fo plays a	rm are curre	e not req intly valid	uired to re d OMB cor	spond unles	s	1474 (9-02)
Conversion	Date	3A. Deemed Execution Date (Year) any	4. Transa Code	ction 8)	5. Number of Derive Securion Acquired (A) of Disposor (D) (Instrumental D)	vative rities ired r osed ) : 3, d 5)	6. Date	e Exerc gpiration h/Day/Y	sable  1 Date  (ear)	7. Ti Amo Undo Secu (Insti 4)	Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Form of Derivative Security: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
	2. Conversion or Exercise Price of Derivative	ARBORS INVESTME ON AVENUE, 36TH F (Street) ORK, NY 10022 (State) Decurity  2. (State) Conversion or Exercise Price of Derivative (First) (First) (First) (First) (Street) (Street) (Street)  ORK, NY 10022 (State) (State) (Month/Day/Y	ARBORS INVESTMENT CORP., 590 ON AVENUE, 36TH FLOOR  (Street) ORK, NY 10022 (State) (Zip) Decurity  2. Transaction Date (Month/Day/Year)  Table II -  2. Conversion or Exercise Price of Derivative  (Middle) (Middle) (Zip) (Zip)  2. Transaction Date (Month/Day/Year)  3. Transaction Execution Date Execution Date any (Month/Day/Year)	TWO HA [TWO]  ARBORS INVESTMENT CORP., 590 DN AVENUE, 36TH FLOOR  (Street)  DRK, NY 10022  (Month/Day/Year)  A stock, par value r share  TWO HA [TWO]  3. Date of 105/31/20  4. If Amendation Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative (e.g., puts, or Exercise Price of Derivative Security  Table II - Date (Instr. : any (Month/Day/Year))  A stock (Month/Day/Year)  Table II - Derivative (e.g., puts, or Exercise Price of Derivative Security  Transaction Date (Instr. : any (Month/Day/Year))	TWO HARBORS (TWO)  (Street)  ON AVENUE, 36TH FLOOR  (Street)  ORK, NY 10022  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  A stock, par value r share  2. Table II - Derivative Securities beneficially of Code (Instr. 8)  Table II - Derivative Security (Month/Day/Year)  3. Transaction Date (Associated any (Month/Day/Year))  Table II - Derivative Securities beneficially of Code (Instr. 8)	TWO HARBORS [TWO]  3. Date of Earliest Translation (Street)  ORK, NY 10022  (Street)  2. Transaction Date (Month/Day/Year)  1. Stock, par value r share  Table II - Derivative Securities beneficially owned  Table II - Derivative Securities Securities Security  Table II - Derivative Securities Securities Securities Security  Table II - Derivative Securities Secur	TWO HARBORS INVICTIVO]  3. Date of Earliest Transaction 05/31/2016  ORK, NY 10022  (State)  2. Transaction Date (Month/Day/Year)  1. Stock, par value r share  2. Table II - Derivative Securities Acquing (Ronth/Day/Year)  2. Transaction Date (J.)  (State)  2. Transaction Date (J.)  (State)  2. Transaction Date (J.)  (State)  2. Transaction Date (J.)  (Code (Instr. 8)  Table II - Derivative Securities Acquing (Ronth/Day/Year)  3. Transaction Date (J.)  (Code (Instr. 8)  (Ronth/Day/Year)  3. Transaction Date (J.)  (Ronth/Day/Year)  3. Transaction (Ronth/Day/Year)  (Ronth/Day/Year)  3. Transaction Date (J.)  (Ronth/Day/Year)  (Ronth/Day/Year)  3. Transaction (Ronth/Day/Year)  (Ronth/Day/Year)  (Ronth/Day/Year)  4. Transaction (Ronth/Day/Year)  (Ronth/Day/Year)  (Ronth/Day/Year)	TWO HARBORS INVESTMENT CORP. ARBORS INVESTMENT CORP., 590 ARBORD INVESTMEN	TWO HARBORS INVESTMENT [TWO]  ARBORS INVESTMENT CORP., 590  ON AVENUE, 36TH FLOOR  (Street)  ORK, NY 10022  ORK, NY 10022  2. Transaction Date (Month/Day/Year)  A stock, par value Table II - Derivative Securities Acquired, (A) or Corversion Or Exercise Price of Derivative  2. Transaction Date (Month/Day/Year)  A stock, par value Table II - Derivative Securities Acquired, (Month/Day/Year)  A stock (A) or Date (Code (A) or Interestly or indirectly	TWO HARBORS INVESTMENT CORP. [TWO]  ARBORS INVESTMENT CORP., 590 DN AVENUE, 36TH FLOOR  (Street)  ORK, NY 10022  (State)  2. Transaction Date ((Month/Day/Year)  Date ((Month/Day/Year)  OS/31/2016  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3) An Deemed (E.g., puts, calls, warrants, options, convertible security  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) ORK, NY 10022  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Table II - Date Exercisable Date (A) or Disposed of (D) (Instr. 3)  Table II - Date Exercisable Date (A) or Disposed of (D) (Instr. 3)  Date Date Exercisable Date Date Exercisable Date Date Date Exercisable Date Date Date Date Date Date Date Dat	TWO HARBORS INVESTMENT CORP.  (Street)  ON AVENUE, 36TH FLOOR  (Street)  ORK, NY 10022  (State)  Cecurity  OS/31/2016  Cecurity  OS/31/2016  Cecurity  OS/31/2016  Code (Month/Day/Year)  OS/31/2016  Code (Month/Day/Year)  OS/31/2016  Table I - Non-Derivative Securities Acquired (A) or Disposed of, Or Beneficis (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  ORK, NY 10022  2. Transaction Date (Month/Day/Year)  OS/31/2016  S(1)  12,898 (2)  OS/31/2016  S(1)  12,898 (2)  S(2)  Persons who respond to contained in this form any the form displays a curre (Month/Day/Year)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date, if Code (Instr. 8)  ORK, NY 10022  A Deemed Execution Date (Instr. 8)  ORK, NY 10022  A Deemed Execution Date (Instr. 8)  ORK, NY 10022  A Deemed Execution Date (Instr. 8)  ORK, NY 10022  A Deemed Execution Date (Instr. 8)  ORA Deemed Executi	TWO HARBORS INVESTMENT CORP. [TWO]  3. Date of Earliest Transaction (Month/Day/Year) 05/31/2016  (State)	TWO HARBORS INVESTMENT CORP. [TWO]  ARBORS INVESTMENT CORP., 590  AND AVENUE, 36TH FLOOR  (Street)  A If Amendment, Date Original Filed(Month/Day/Year)  ORK, NY 10022  A If Amendment, Date Original Filed(Month/Day/Year)  Coeurity  2. Table 1 - Non-Derivative Securities Acquired, Date (Month/Day/Year)  (Month/Day/Year)  A Stransaction (Month/Day/Year)  Date (Month/Day/Year)  A Stransaction (Instr. 3, 4 and 5)  A Stake (Parson who respond to the collection of in contained in this form are not required to rethe form displays a currently valid OMB core (Parson who respond to the collection of in contained in this form are not required to rethe form displays a currently valid OMB core (Month/Day/Year)  A Derivative Securities (Month/Day/Year)  A Derivative Securities (Month/Day/Year)  A Date (Month/Day/Year)  (Month/Day/Year)  A Date (Month/Day/Year)  (Month/Day/Year)  A Mount of Securities (Instr. 3 and 4)  A Derivative Securities (Month/Day/Year)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)  A Date (Month/Day/Year)  A Mount of Core Securities (Instr. 3)	TWO HARBORS INVESTMENT CORP.  (Cheek all applications)  (Street)  (Street)  (Street)  (A) (Color applications)  (A) (Color	TWO HARBORS INVESTMENT CORP.  (Check all applicable) (Introduction of the poster) (Introduction of the

# **Reporting Owners**

Poposting Owney Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Farrell Brad TWO HARBORS INVESTMENT CORP. 590 MADISON AVENUE, 36TH FLOOR NEW YORK, NY 10022			CFO and Treasurer			

### **Signatures**

/s/ Brad Farrell	06/01/2016
**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).
- The transaction reported on this Form 4 was effected pursuant to trading instructions given by the reporting person on May 9, 2016 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
- The reporting person sold the shares to satisfy income tax liabilities incurred as a result of the vesting on May 29, 2016 of a restricted stock award previously granted to the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.48 to \$8.49, inclusive. The reporting (3) person undertakes to provide to Two Harbors Investment Corp., any security holder of Two Harbors Investment Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

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.