FORM 4	
Check this box if no	

Check this be	ox if no
longer subject	t to
Section 16. F	orm 4 or
Form 5 oblig	ations may
continue. See	2
Instruction 1	(b).

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

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### 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

(Print or Type Responses)										
1. Name and Address of Reporting Person <sup>±</sup> EIN MARK	2. Issuer Name and Two Harbors Inv					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) C/O TWO HARBORS INVESTMEN CARLSON PARKWAY, SUITE 150	$\Gamma CODD (01)$	3. Date of Earliest Tr 08/09/2011	ansaction (M	1onth	/Day/Year	)	Officer (give title below) Ott	er (specify below	v)	
(Street) MINNETONKA, MN 55305		4. If Amendment, Da	te Original I	Filed(1	Month/Day/Y	/ear)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(Instr. 8) (Instr. 3, 4 and 5)			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Common stock, par value \$0.01 per share	08/09/2011		Р		10,000	А	\$ 9.10	10,000	D	

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

SEC 1474 (9-02) Persons who respond to the collection of information contained in this form are not 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	3A. Deemed	4.		5.		6. Date Exercis	sable and	7. Title and	Amount of	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	tion	Number Expiration Date U		Underlying Securities [		Derivative	Derivative	Ownership	of Indirect		
Security	or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day/Y	ear)	(Instr. 3 and	4)	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	)	Deriv	ative					(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secu	rities						Owned	Security:	(Instr. 4)
	Security					Acqu	ired						Following	Direct (D)	
						(A) 0							· · · · · ·	or Indirect	
						Dispo							Transaction(s)	< / s	
						of (D	· · · · · ·						(Instr. 4)	(Instr. 4)	
						(Instr									
						4, and	d 5)		-		-				
								Data	Expiration		Amount or				
				Code	v	(A)	(D)		Date		Number of Shares				
Warrants	\$ 11	08/09/2011( <u>1</u> )		Р		0		10/28/2009	11/07/2013	Common stock	3,040,000	(1)	3,040,000	D	

## **Reporting Owners**

Bananting Owner Name / Address		Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
EIN MARK C/O TWO HARBORS INVESTMENT CORJ 601 CARLSON PARKWAY, SUITE 150 MINNETONKA, MN 55305	X							

# **Signatures**

/s/ Mark Ein 08/11/2011 \*\*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) The Reporting Person is reporting derivitive securities of the Issuer beneficially owned, not acquired or disposed of, on Transaction 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.