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 Woodhouse Hope B	2. Issuer Name ar Two Harbors In			0,0		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
800 NICOLLET M.	(First) ALL	(Middle)	B. Date of Earliest Transaction (Month/Day/Year) Officer (give title below) Other (specify below) 05/23/2012 Officer (give title below) Other (specify below)								pelow)
MINNEAPOLIS, N	4. If Amendment, I	Date Origin	al Fil	ed(Month/D	ay/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					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)			2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	tion	(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 \$0.01 per share	value	05/23/2012		А		6,158 (<u>1</u>)	А	\$ 0	6,158	D	

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

Persons who respond to the collection of information SEC 14 contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

rabie II	Derivative Securities Acquireu, Disposed oi, or Denenetary o										
	(e.g., puts, calls, warrants, options, convertible securities)										

	(e.g., puts, cans, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transacti	on	Numl	ber	and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	vative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur				(Instr	. 3 and		Owned	Security:	(Instr. 4)
	Security					Acqu				4)			0	Direct (D)	
						(A) o							1	or Indirect	
						Dispo							Transaction(s)	~ /	
						of (D	·						(Instr. 4)	(Instr. 4)	
						(Instr	· ·								
						4, and	d 5)								
											Amount				
								Date	Expiration		or				
								Exercisable	1	Title	Number				
								Excicisable	Date		of				
				Code	V	(A)	(D)				Shares				

Reporting Owners

Demonting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Woodhouse Hope B 800 NICOLLET MALL MINNEAPOLIS, MN 55402	Х							

Signatures

/s/ Hope B. Woodhouse, By: Rebecca Sandberg, Attorney-in-Fact

**Signature of Reporting Person

05/24/2012

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 common stock award for service as a director, issued under Two Harbors Investment Corp.'s 2009 Equity Incentive Plan.

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.