

FORM 4

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

OMB APPROVAL

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

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 HANSEN DOUGLAS B			2. Issuer Name and Ticker or Trading Symbol REDWOOD TRUST INC [RWT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President		
(Last) (First) (Middle) ONE BELEVEDERE PLACE, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 03/18/2004					
(Street) BELVEDERE, CA 94941			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2004		M		208	A	\$ 27.05	133,994	D	
Common Stock	03/15/2004		S		208	D	\$ 60.233	133,786	D	
Common Stock	03/15/2004		M		19,222	A	\$ 20.1875	153,008	D	
Common Stock	03/15/2004		S		19,222	D	\$ 60.233	133,786	D	
Common Stock	03/15/2004		M		17,626.70	A	\$ 18.25	151,412.70	D	
Common Stock	03/15/2004		S		17,626.70	D	\$ 60.233	133,786	D	
Common Stock	03/15/2004		M		15,541	A	\$ 27.05	149,327	D	
Common Stock	03/15/2004		S		15,541	D	\$ 60.233	133,786	D	
Common Stock	03/15/2004		M		22,500	A	\$ 24.50	156,286	D	
Common Stock	03/15/2004		S		22,500	D	\$ 60.233	133,786	D	
Common Stock	03/15/2004		M		16,002.30	A	\$ 0	149,788.30	D	
Common Stock	03/15/2004		S		16,002.30	D	\$ 60.233	133,786	D	
Common Stock	03/16/2004		M		34,900	A	\$ 20.1875	168,686	D	
Common Stock	03/16/2004		S		34,900	D	\$ 60.157	133,786	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Dividend Equivalent Right	\$ 0	03/15/2004		M			16,002.30	(1)	12/15/2005	Common Stock	16,002.30	\$ 0	0	D	
Incentive Stock Option (right to buy)	\$ 27.05	03/15/2004		M			208	(2)	12/19/2012	Common Stock	208	\$ 0	627	D	

Non-Qualified Stock Option (right to buy)	\$ 18.25	03/15/2004		M			17,626.70	(1)	12/15/2005	Common Stock	17,626.70	\$ 0	0	D
Non-Qualified Stock Option (right to buy)	\$ 20.1875	03/15/2004		M			19,222	05/04/2002	01/05/2008	Common Stock	19,222	\$ 0	117,419	D
Non-Qualified Stock Option (right to buy)	\$ 20.1875	03/16/2004		M			34,900	05/04/2002	01/05/2008	Common Stock	34,900	\$ 0	82,519	D
Non-Qualified Stock Option (right to buy)	\$ 24.50	03/15/2004		M			22,500	(3)	12/17/2011	Common Stock	22,500	\$ 0	22,500	D
Non-Qualified Stock Option (right to buy)	\$ 27.05	03/15/2004		M			15,541	(2)	12/19/2012	Common Stock	15,541	\$ 0	46,624	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANSEN DOUGLAS B ONE BELEVEDERE PLACE SUITE 300 BELVEDERE, CA 94941	X		President	

Signatures

Douglas B. Hansen	03/18/2004
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Options are fully exercisable.

(2) Twenty-five percent of the options vest on January 1, 2004. The remaining seventy-five percent of the options vest in twelve quarterly installments from April 1, 2004 through January 1, 2007.

(3) Twenty-five percent of the options vest on January 1, 2003. The remaining seventy-five percent of the options vest in twelve quarterly installments from April 1, 2003 through January 1, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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