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

pe Response	s)																	
1. Name and Address of Reporting Person * HANSEN DOUGLAS B					2. Issuer Name and Ticker or Trading Symbol REDWOOD TRUST INC [RWT]								5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) 1 BELVEDERE PLACE, SUITE 300					3. Date of Earliest Transaction (Month/Day/Year) 11/21/2006)		X Officer (give title below) Other (specify below) President				
(Street) MILL VALLEY, CA 94941				4. If Amendment, Date Original Filed(Month/Day/Year)							ear)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person					
)	(State)	(.	(Zip)			T	able I	- Nor	ı-De	erivative :	Securi	ties A	cquir	ed, Dispo	osed of, or I	Beneficially	Owned	
1.Title of Security (Instr. 3)		Date	th/Day/Year)	Execut any	tion Date	on Date, if		Code (Instr. 8)		on 4. Securities Acquired (A or Disposed of (D) (Instr. 3, 4 and 5)			d (A)	Beneficially Owned Following Reported Transaction(s)			Form:	7. Nature of Indirect Beneficial
				(Month/Day/Year)		ear)	Cod	le	V	Amount	(A) or (D)	Pr	rice	(Instr. 3	or In		or Indirect	Ownership (Instr. 4)
Stock		11/21/2	006				S			56,300	D	\$ 58.7	7925	141,26	3		D	
								quire	cor the	ntained i form dis	n this splays of, or l	forms a cu Benef	n are urrent	not requ tly valid	iired to res	spond unle	ss	(* *2)
2. Conversion or Exercise Price of Derivative Security	Date	y/Year) Ex	A. Deemed xecution Da	ate, if	4. Transac Code	tion	5. Numb of Deriv Secur Acqui (A) or Dispo of (D) (Instr	per rative rities ired rosed) . 3,	6. and (M	Date Exer d Expirati Ionth/Day	cisable on Date (Year)	e	7. Titl Amou Under Secur (Instr. 4)	ant of rlying rities . 3 and		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Securit Direct of or India (s) (I)	f Beneficia Ownershi y: (Instr. 4)
	d Address of N DOUGL DEDERE PL ALLEY, C according to the second of the	Stock Report on a separate line 2. Conversion or Exercise Price of Derivative Stock (First) (First) (First) (First) (First) (Stret) (Stret) ALLEY, CA 94941 (State) 2. Conversion or Exercise Price of Derivative	d Address of Reporting Person* N DOUGLAS B (First) (M EDERE PLACE, SUITE 300 (Street) ALLEY, CA 94941 (State) ecurity 2. Transa Date (Month/I	d Address of Reporting Person* N DOUGLAS B (First) (Middle) EDERE PLACE, SUITE 300 (Street) ALLEY, CA 94941 (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Stock 11/21/2006 Report on a separate line for each class of security Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	d Address of Reporting Person* N DOUGLAS B (First) (Middle) EDERE PLACE, SUITE 300 (Street) ALLEY, CA 94941 (State) 2. Transaction Date (Month/Day/Year) Execution Conversion or Exercise Price of Derivative Date (Month/Day/Year) 3. D.	d Address of Reporting Person 2. Issuer Na REDWOO N DOUGLAS B O (First) (Middle) 3. Date of Ea 11/21/2006 (Street) 4. If Amendary (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Table II - Derivative Sec (e.g., puts, call Execution Date, if or Exercise Price of Derivative Security (Month/Day/Year) 3. A. Deemed Execution Date, if Code (Instr. 8) 3. Transaction (Month/Day/Year) (Month/Day/Year) (Instr. 8)	d Address of Reporting Person 2. Issuer Name: N DOUGLAS B (First) (Middle) (Street) 3. Date of Earlies 11/21/2006 (Street) 4. If Amendment, Malley, CA 94941 (State) (Zip) T ecurity 2. 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Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) 4. Securior or Disposed (Linstr. 8) 4. Securior Date (Linstr. 8) 5. Securities (Li	ALLEY, CA 94941 2. Iransaction Date (Month/Day/Year) Code V Amount (D) Stock 11/21/2006 2. Transaction Date (Month/Day/Year) Code V Amount (D) Stock 11/21/2006 2. Transaction Date (Instr. 3, 4 and 5) Stock 11/21/2006 2. 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Issuer Name and Ticker or Trading Symbol REDWOOD TRUST INC [RWT] 2. Issuer Name and Ticker or Trading Symbol REDWOOD TRUST INC [RWT] 2. Dreed 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual Nature 7. Amendment 7. Amendm	Conversion Date Conversion Conversion Date Conversion Date Conversion Conversion	Address of Reporting Person* N DOUGLAS B N DOUCLAS TRANSCTION (Month/Day/Year) N Disposed of, Or Beneficially N Deprivative Securities Acquired (Nonth/Day/Year) N DOUGLAS B N DOUGLAS B N Disposed of, Or Beneficially N Deprivative Securities Acquired (Douglas Securities) N DEPROYATIVE SECURITIES ACQUIRED (Instr. 3 and 4) N DEPROYATIVE SECURITIES ACQUIRED (Douglas Securities) N DOUGlas SECURITIES (DOUGlas SECURITIES) N DEPROYATIVE SECURITIES ACQUIRED (Douglas SECURITIES)	2. Issuer Name and Ticker or Trading Symbol REDWOOD TRUST INC [RWT] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original FiledMonth/Day/Year) (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/

Reporting Owners

D 41 0 N 4	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
HANSEN DOUGLAS B 1 BELVEDERE PLACE SUITE 300 MILL VALLEY, CA 94941	X		President					

Signatures

Douglas B. Hansen	11/22/2006
**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).

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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