FORM 4

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

OMB APPRO	OVAL
OMB Number:	3235-0287
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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 Typ		,							1.					
Name and Address of Reporting Person Abate Christopher J			2. Issuer Name and Ticker or Trading Symbol REDWOOD TRUST INC [RWT]				5. I	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
ONE BELVEDERE PLACE, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 03/30/2012					X	X Officer (give title below) Other (specify below) Chief Financial Officer					
(Street) MILL VALLEY, CA 94941 (City) (State) (Zip)			4. If Amendment, Date Original Filed(Month/Day/Year)					_X_	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
				П		1		tive Securit		*		eficially Owne		
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year		Date (Month/Day/Year)		Date, if	f Code (Instr. 8)		A) or Disposed of (D) Instr. 3, 4 and 5)		5. Amount of Securities Owned Following Report Transaction(s)		ed Ov Fo	wnership of Ber	Nature Indirect neficial	
				(Month/D	ay/Year)	Coo			or Price (Instr. 3 an		14)		Direct (D) Ownership or Indirect (Instr. 4) (Instr. 4)	
Reminder: 1	Report on a s	eparate line for eac	ii class of securities	s beneficial	lly owned	1 direct	Persons containe	who respond		t require	d to respo	nd unless the	SEC 147	4 (9-02)
Reminder: I	Report on a s	eparate line for eac	ii class of securities	s beneficial	lly owned	1 direct	Persons containe	who respond		t require	d to respo	nd unless the		4 (9-02)
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Reporting Owners

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Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Abate Christopher J ONE BELVEDERE PLACE SUITE 300 MILL VALLEY, CA 94941			Chief Financial Officer		

Signatures

Christopher Abate	03/30/2012
**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) 100% Vested on January 1st, 2013
- (2) No expiration date is applicable to deferred stock units.

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.