П

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

# OMB APPROVAL OMB Number: 3235-0287

| hours per response:      | 0.5 |
|--------------------------|-----|
| Estimated average burden |     |

| 1. Name and Addre    | 1 0            | erson*   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>AG Mortgage Investment Trust, Inc. [MITT |                        | ationship of Reporting Pe<br>( all applicable)  | erson(s) to Issuer    |  |
|----------------------|----------------|----------|--|------------------------|---|-----------------------|--|
| BERGER AI            | <u>NDREW L</u> |          |  | X                      | Director  | 10% Owner             |  |
| (Last)               | (First)        | (Middle) | L .  |                        | Officer (give title<br>below)   | Other (specify below) |  |
| C/O ANGELO,          | ( )            |          | 3. Date of Earliest Transaction (Month/Day/Year) 11/12/2012                                    |                        |   | )                     |  |
| 245 PARK AVE         | NUE, 26TH F    | LOOR     |  |                        |   |                       |  |
| (Street)<br>NEW YORK | NY             | 10167    | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                       | 6. Indiv<br>Line)<br>X | vidual or Joint/Group Fili<br>Form filed by One Re<br>Form filed by More th<br>Person | porting Person        |  |
| (City)               | (State)        | (Zip)    |  |                        |   |                       |  |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   |        |               |        | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|------------------------------|---|--------|---------------|--------|---|---|---|
|                                 |  | Code                         | v | Amount | (A) or<br>(D) | Price  | Transaction(s)<br>(Instr. 3 and 4)  |   | (11311.4)   |
| Common Stock                    | 11/12/2012                                 | <b>X</b> <sup>(1)</sup>      |   | 1,000  | A             | \$20.5 | 9,342   | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deri<br>Sec<br>Acq<br>(A)<br>Disp<br>of (I<br>(Ins | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5)<br>6. Date Exercisable ar<br>(Month/Day/Year)<br>(Month/Day/Year) |                     | ate                | e Amount of     |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--|---|---------------------|--------------------|-----------------|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Common<br>Stock<br>Warrants<br>(right to<br>buy)    | \$20.5  | 11/12/2012                                 |   | X <sup>(1)</sup>             |   |  | 2,000   | 07/06/2011          | 07/06/2018         | Common<br>Stock | 1,000                                  | \$0   | 0  | D  |  |

#### Explanation of Responses:

1. The reporting person obtained the Common Stock as a result of the cash exercise of Common Stock Warrants.

#### /s/ Allan Krinsman, Attorneyin-Fact

11/12/2012

\*\* Signature of Reporting Person Date

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

\* 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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