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

| 1. Name and Address of Reporting Person* ASHMORE WILLIAM | | | | 2. Issuer Name and Ticker or Trading Symbol <u>IMPAC MORTGAGE HOLDINGS INC</u> [IMH] | | | | | | | ationship of Reporting all applicable) Director | 10% 0 | erson(s) to Issuer 10% Owner Other (specify | | |
|-------------------------------------------------------------|-----------------------|---------------|--------------------------------------|---------------------------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------|------|----------------------------------|--------|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|--|--|
| (Last) 19500 JAME | (First) BOREE ROAD | (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 06/09/2009 | | | | | | | Officer (give title below) President a | below) | | | |
| (Street) IRVINE | CA | 92612 | 4. | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 6. Indiv 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 | | | | |
| (City) | (State) | (Zip) | | | | | | | | | | | | | |
| | | Table I - Noi | n-Derivativ | ive Se | ecurities Acqu | iired, | Disp | osed of, o | r Bene | ficially C | Dwned | | | | |
| Date | | | 2. Transactic Date (Month/Day/ | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (I 8) | | 4. Securities A Disposed Of (| | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code V Amount (A) or (D) Pr | | | | | | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) | | |
| Common Stor | ck | | | | | | | | | | 4 152 | Т | 401K | | |

| Common Stock | | | | 4,153 | Ι | 401K |
|--------------------------|--|--|--|-------|---|----------|
| Common Stock | | | | 2,342 | Ι | by PSP |
| Common Stock | | | | 7,967 | Ι | by Trust |
| Series B Preferred Stock | | | | 500 | Ι | by PSP |
| Series C Preferred Stock | | | | 250 | Ι | by PSP |
| Series B Preferred Stock | | | | 250 | D | |

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. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | ate of Securities | | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | 10. Ownership Form: 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 | | Transaction(s) (Instr. 4) | | |
| Non-Qualified Stock Option (right to buy) | \$41.8 | | | | | | | 03/27/2001 | 03/27/2011 | Common Stock | 17,700 | | 17,700 | D | |
| Incentive Stock Option (right to buy) | \$41.8 | | | | | | | 03/27/2001 | 03/27/2011 | Common Stock | 2,300 | | 2,300 | D | |
| Incentive Stock Option (right to buy) | \$0.53 | 06/09/2009 | 06/09/2009 | A | | 188,679 | | 06/09/2010 | 06/09/2019 | Common Stock | 188,679 | \$0.53 | 188,679 | D | |
| Non_Qualified Stock Option (right to buy) | \$0.53 | 06/09/2009 | 06/09/2009 | A | | 11,321 | | 06/09/2010 | 06/09/2019 | Common Stock | 11,321 | \$0.53 | 11,321 | D | |

Explanation of Responses:

Remarks:

Share amounts give effect to the 1-for-10 reverse stock split effected in December 2008.

William S. Ashmore

06/11/2009 Date

** Signature of Reporting Person

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.

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