

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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
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1. Name and Address of Reporting Person* <u>TOMKINSON JOSEPH R</u>  (Last) (First) (Middle) 19500 JAMBOREE RD  (Street) IRVINE CA 92612  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IMPAC MORTGAGE HOLDINGS INC [IMH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, Chief Exec. & Dir.
	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2015	
	4. If Amendment, Date of 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

**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								769	D	
Common Stock								5,955	I	401K
Common Stock								1,130	I	IRA
Common Stock	01/07/2015		M		11,321	A	\$0.53	132,382	I	by Trust

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Incentive Stock Option (right to buy)	\$0.53	01/07/2015		M		11,321		06/09/2010 <sup>(1)</sup>	06/09/2019	Common Stock 11,321	\$0	83,018	D	
Non-Qualified Stock Option (right to buy)	\$0.53							06/09/2010 <sup>(1)</sup>	06/09/2019	Common Stock 11,321		11,321	D	
Non-Qualified Stock Option (right to buy)	\$2.73							12/03/2011 <sup>(1)</sup>	12/03/2020	Common Stock 48,000		48,000	D	
Non-Qualified Stock Option (right to buy)	\$13.81							11/27/2013 <sup>(1)</sup>	11/27/2022	Common Stock 29,250		29,250	D	
Non-Qualified Stock Option (right to buy)	\$10.65							07/23/2014 <sup>(2)</sup>	07/23/2023	Common Stock 25,000		25,000	D	
Non-Qualified Stock Option (right to buy)	\$5.39							07/22/2015 <sup>(3)</sup>	07/22/2024	Common Stock 38,500		38,500	D	

**Explanation of Responses:**

- 1. These options are fully vested
- 2. These options vest annually in 1/3 increments beginning on July 23, 2014.

3. These options vest annually in 1/3 increments beginning on July 22, 2015.

Joseph Tomkinson

01/08/2015

\*\* 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.

**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.**