

Vranos Michael W
Form 4
August 15, 2011

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Vranos Michael W

(Last) (First) (Middle)
53 FOREST AVENUE
(Street)

OLD GREENWICH, CT 06870

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ellington Financial LLC [EFC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Co-Chief Investment Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| Common shares | 08/11/2011 | | J ⁽¹⁾ | V 109,000 D \$ 0 | 1,228,920 | D | <u>(2)</u> |
| Common shares | 08/11/2011 | | J ⁽³⁾ | V 109,000 D \$ 0 | 2,499,381 | I | See footnotes. <u>(4)</u> <u>(7)</u> |
| Common shares | 08/11/2011 | | G ⁽⁵⁾ | V 109,000 D \$ 0 | 2,499,381 | I | See footnotes. <u>(6)</u> <u>(7)</u> |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Vranos Michael W 53 FOREST AVENUE OLD GREENWICH, CT 06870 | X | X | Co-Chief Investment Officer | |
| EMG Holdings, L.P. 53 FOREST AVE OLD GREENWICH, CT 06870 | | X | | |
| VC INVESTMENTS LLC 53 FOREST AVE OLD GREENWICH, CT 06870 | | X | | |

Signatures

| | |
|--|------------|
| Christopher C. Green, as attorney-in-fact for Michael W. Vranos | 08/15/2011 |
| __Signature of Reporting Person | Date |
| Christopher C. Green, as attorney-in-fact for EMG Holdings, L.P. | 08/15/2011 |
| __Signature of Reporting Person | Date |
| Christopher C. Green, as attorney-in-fact for VC Investments LLC | 08/15/2011 |
| __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) Shares distributed by EMG Holdings, LP ("EMGH") to Michael W. Vranos.
- (2) These shares are owned directly by EMGH. After the distribution described herein, EMGH is no longer a reporting person pursuant to Section 16.
- (3) Shares distributed by EMGH to Michael W. Vranos. VC Investments LLC is the general partner of EMGH, and as such has previously reported indirect ownership of these securities.
- (4) The shares are owned indirectly by VC. See footnote (7) below for additional information regarding the ownership of these shares.
- (5) Shares gifted to a family trust formed by Michael W. Vranos.
- (6) The shares are owned indirectly by Michael W. Vranos. See footnote (7) below for additional information regarding the ownership of these shares.

Three affiliated hedge funds ("Hedge Funds") own 1,250,000 common shares. EMGH owns 1,228,920 common shares. Ellington Financial Management LLC ("EFM") owns 20,461 common shares. Ellington Capital Management, LLC ("ECM") is the general partner of the Hedge Funds. VC is the general partner of EMGH and the managing member of EFM and ECM. Michael W. Vranos is the managing member of, and holds a controlling interest in VC. Mr. Vranos, together with VC and, with respect to 1,228,920 common shares, EMGH, share the power to direct the voting and disposition of the common shares, and may be regarded as the beneficial owners of the common shares owned beneficially or of record by each other. Each of Mr. Vranos, VC and EMGH disclaims beneficial ownership of any common shares owned beneficially or of record by each other except to the extent of its or his pecuniary interest therein.

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.