

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Cauley Robert E</u>  (Last) (First) (Middle) <u>C/O BIMINI CAPITAL MANAGEMENT, INC.</u> <u>3305 FLAMINGO DRIVE</u>  (Street) <u>VERO BEACH FL 32963</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BIMINI CAPITAL MANAGEMENT, INC. [ BMNM ]</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) <p style="text-align: right;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2013</u>	
	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			
Class A Common Stock	08/13/2013		A	V	250,000	A	\$0.2325 <sup>(1)(2)</sup>	471,410	D	
Class A Common Stock	08/13/2013		M	V	50,000	A	\$0.2325 <sup>(2)(3)</sup>	521,410	D	
Class A Common Stock	08/13/2013		M	V	140,000	A	\$0.2325 <sup>(2)(3)</sup>	661,410	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. 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	Title	Amount or Number of Shares				
Phantom Stock Award	(4)	08/13/2013		M	V		50,000	06/16/2014	06/16/2014	Class A Common Stock	50,000	(2)	0	D	
Phantom Stock Award	(4)	08/13/2013		M	V		140,000	03/15/2015	03/15/2015	Class A Common Stock	140,000	(2)	0	D	

**Explanation of Responses:**

- On August 13, 2013 the Board of Director's approved the issuance of shares to the reporting person under the 2011 Long Term Incentive Compensation Plan.
- The price is based on the market closing price on August 13, 2013.
- On August 13, 2013, the Board of Directors approved the accelerated vesting of outstanding phantom shares previously issued under the 2003 Long Term Incentive Compensation Plan. As a result, each phantom share became one share of Class A Common Stock.
- Each share of phantom stock represents the economic equivalent of one share of Bimini Capital Management, Inc.'s Class A Common Stock.

/s/ Robert E. Cauley 08/15/2013

\*\* 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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