

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * ZAGUNIS HAROLD F			2. Issuer Name and Ticker or Trading Symbol REDWOOD TRUST INC [RWT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/29/2004			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		
1 BELVEDERE PLACE, SUITE 300			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) MILL VALLEY, CA 94941								
(City)	(State)	(Zip)	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	11/29/2004		M		12,140	A	\$ 36.875	16,790	D	
Common Stock	11/29/2004		S		12,140	D	\$ 57.4564	4,650	D	
Common Stock	11/30/2004		M		2,038	A	\$ 13.1875	6,688	D	
Common Stock	11/30/2004		S		2,038	D	\$ 57.4072	4,650	D	
Common Stock	11/30/2004		M		3,791	A	\$ 29.25	8,441	D	
Common Stock	11/30/2004		S		3,791	D	\$ 57.4072	4,650	D	
Common Stock	11/30/2004		M		1,760	A	\$ 20.25	6,410	D	
Common Stock	11/30/2004		S		1,760	D	\$ 57.4072	4,650	D	

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$ 20.25	11/30/2004		M		1,760	(1)	12/23/2007	Common Stock	1,760	\$ 0	0	D	
Incentive Stock Option (right to buy)	\$ 29.25	11/30/2004		M		3,791	(2)	10/17/2007	Common Stock	3,791	\$ 0	0	D	

Incentive Stock Option (right to buy)	\$ 36.875	11/29/2004		M		12,140	(3)	12/13/2006	Common Stock	12,140	\$ 0	2,360	D
Non-Qualified Stock Option (right to buy)	\$ 13.1875	11/30/2004		M		2,038	(4)	12/17/2008	Common Stock	2,038	\$ 0	0	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZAGUNIS HAROLD F 1 BELVEDERE PLACE SUITE 300 MILL VALLEY, CA 94941			Chief Financial Officer	

Signatures

Harold F. Zagunis	12/01/2004
**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) The option becomes exercisable in four equal installments on the 4th day of May in 2002, 2003, 2004, and 2005

(2) The option becomes exercisable in four equal installments on the 4th day of May in 1999, 2000, 2001, and 2002

(3) 2,700 options are exercisable on December 31, 1996. The remaining options become exercisable in ten equal installments of 1,180 on the 4th day of May from 1997 through 2006.

(4) The option becomes exercisable in four equal installments on the 4th day of May in 2000, 2001, 2002, 2003

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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