

GREEN JONATHAN D
Form 5
February 15, 2011

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
GREEN JONATHAN D

2. Issuer Name **and** Ticker or Trading
Symbol
ANNALY CAPITAL
MANAGEMENT INC [NLY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2010

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

C/O ANNALY CAPITAL
MANAGEMENT, INC., 1211
AVENUE OF THE AMERICAS,
SUITE 2902

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10036

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2010			44,500	D		

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

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SEC 2270
(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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock ⁽¹⁾	\$ 17.97	Â	Â	Â	Â	Â	08/08/2004	08/08/2013	Common Stock	15,000
Option to purchase Common Stock ⁽¹⁾	\$ 17.39	Â	Â	Â	Â	Â	04/20/2005	04/20/2014	Common Stock	15,000
Option to purchase Common Stock ⁽¹⁾	\$ 17.07	Â	Â	Â	Â	Â	07/07/2006	07/07/2015	Common Stock	15,000
Option to purchase Common Stock ⁽¹⁾	\$ 11.72	Â	Â	Â	Â	Â	02/13/2007	02/13/2016	Common Stock	15,000
Option to purchase Common Stock ⁽¹⁾	\$ 12.15	Â	Â	Â	Â	Â	06/26/2006	06/26/2011	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 14.17	Â	Â	Â	Â	Â	06/26/2007	06/26/2012	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 16.46	Â	Â	Â	Â	Â	05/08/2009	05/08/2018	Common Stock	20,000
Option to purchase Common	\$ 15.59	Â	Â	Â	Â	Â	06/26/2008	06/26/2013	Common Stock	1,250

Stock ⁽¹⁾

Option to purchase Common Stock ⁽¹⁾	\$ 15.61	Â	Â	Â	Â	Â	09/19/2009	09/19/2018	Common Stock	20,000
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Option to purchase Common Stock ⁽¹⁾	\$ 13.25	Â	Â	Â	Â	Â	04/22/2010	04/22/2019	Common Stock	50,000
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Option to purchase Common Stock ⁽¹⁾	\$ 15.09	Â	Â	Â	Â	Â	06/26/2009	06/26/2014	Common Stock	1,250
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Option to purchase Common Stock ⁽¹⁾	\$ 17.24	Â	Â	Â	Â	Â	06/28/2010	06/28/2015	Common Stock	1,250
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GREEN JONATHAN D
C/O ANNALY CAPITAL MANAGEMENT, INC.
1211 AVENUE OF THE AMERICAS, SUITE 2902
NEW YORK, NY 10036

Â X Â Â Â

Signatures

/s/ Jonathan
Green

02/14/2011

 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) Options previously granted.

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