

ANNALY CAPITAL MANAGEMENT INC

Form 4

May 12, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
LAMBIASE JOHN

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ANNALY CAPITAL
MANAGEMENT INC [NLY]3. Date of Earliest Transaction
(Month/Day/Year)
05/08/20084. 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)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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
Class A Preferred Stock			Code	V Amount (D) Price	11,000	D	
Common Stock					47,375	D	

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

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information contained in this form are not
required to respond unless the form**SEC 1474
(9-02)

displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock <u>(1)</u>	\$ 18.26							06/27/2005	06/27/2010	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 8.63							11/18/2000	11/18/2009	Common Stock	10,000
Option to purchase Common Stock <u>(1)</u>	\$ 7.94							11/29/2001	11/29/2010	Common Stock	2,437
Option to purchase Common Stock <u>(1)</u>	\$ 20.7							06/26/2003	06/26/2008	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 17.97							08/08/2004	08/08/2013	Common Stock	15,000
Option to purchase Common Stock <u>(1)</u>	\$ 17.39							04/20/2005	04/20/2014	Common Stock	15,000
Option to purchase Common Stock <u>(1)</u>	\$ 17.21							06/28/2004	06/28/2009	Common Stock	1,250
Option to purchase Common	\$ 17.07							07/07/2006	07/07/2015	Common Stock	15,000

Stock ⁽¹⁾									
Option to purchase Common Stock ⁽¹⁾	\$ 11.72					02/13/2007	02/13/2016	Common Stock	15,000
Option to purchase Common Stock ⁽¹⁾	\$ 12.15					06/26/2006	06/26/2011	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 14.17					06/26/2007	06/26/2012	Common Stock	1,250
Option to purchase Common Stock ⁽²⁾	\$ 16.46	05/08/2008	A	20,000		05/08/2009	05/08/2018	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBIASE JOHN C/O: ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS, SUITE 2902 NEW YORK, NY 10036	X			

Signatures

/s/ John
Lambiase

05/08/2008

 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.

(2) Options vest in four equal annual installments commencing 5/8/09.

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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