

ANNALY CAPITAL MANAGEMENT INC

Form 5

January 13, 2009

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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
NORDBERG E WAYNE

(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
SymbolANNALY CAPITAL
MANAGEMENT INC [NLY]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20085. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|---|---|--|
| Common Stock | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 |
| Common Stock | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 |
| Common Stock | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 | 12/31/2008 |

By Olivia
Nordberg
Trust

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| | | | | | | | | | | |
|-----------------|--|--|--|--|--|--|--|--|--|---|
| Common Stock | | | | | | | | | | By Hollow Brook Associates, LLC Deferred Benefit Pension Plan |
|-----------------|--|--|--|--|--|--|--|--|--|---|

| | | | | | | | | | |
|-----------------|---|---|---|---|---|---|-------|---|-----------|
| Common Stock | Â | Â | Â | Â | Â | Â | 9,000 | I | By Spouse |
|-----------------|---|---|---|---|---|---|-------|---|-----------|

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 required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(9-02)

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⁾ | \$ 17.21 | Â | Â | Â | Â | Â | 06/28/2004 | 06/28/2009 | Common Stock | 1,250 |
| Option to purchase Common Stock ⁽¹⁾ | \$ 17.45 | Â | Â | Â | Â | Â | 05/27/2005 | 05/27/2009 | Common Stock | 5,000 |
| Option to purchase Common Stock ⁽¹⁾ | \$ 18.26 | Â | Â | Â | Â | Â | 06/27/2005 | 06/27/2010 | Common Stock | 1,250 |
| 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 | \$ 11.72 | Â | Â | Â | Â | Â | 02/13/2007 | 02/13/2016 | Common Stock | 15,000 |

Common
Stock ⁽¹⁾Option to
purchase
Common
Stock ⁽¹⁾

\$ 12.15 Â

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06/26/2006

06/26/2011

Common
Stock

1,250

Option to
purchase
Common
Stock ⁽¹⁾

\$ 14.17 Â

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06/26/2007

06/26/2012

Common
Stock

1,250

Option to
purchase
Common
Stock ⁽¹⁾

\$ 16.46 Â

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05/08/2009

05/08/2018

Common
Stock

20,000

Option to
purchase
Common
Stock ⁽¹⁾

\$ 15.59 Â

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06/26/2008

06/26/2013

Common
Stock

1,250

Option to
purchase
Common
Stock ⁽¹⁾

\$ 15.61 Â

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Â

Â

09/19/2009

09/19/2019

Common
Stock

20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NORDBERG E WAYNE
C/O ANNALY CAPITAL MANAGEMENT, INC.
1211 AVENUE OF THE AMERICAS SUITE 2902
NEW YORK, NY 10036

Â X

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Signatures

/s/ E. Wayne
Nordberg

01/12/2009

 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.