

FARRELL MICHAEL A J

Form 4

February 09, 2009

FORM 4**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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FARRELL MICHAEL A J

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2009

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Pres., Chairman of Board & CEO

(Street)
NEW YORK, NY 10036

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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	(D)	Price
Common Stock					2,021,454	D	
Class A Preferred Stock ⁽³⁾					3,500	D	
Class A Preferred Stock	02/06/2009		P		1,500	A	\$ 20.57 ⁽³⁾
					3,500 ⁽¹⁾	I	Michael Farrell C/F Taylor Carolyn

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Class A Preferred Stock	02/06/2009	P	2,000	A	\$ 20.57 (3)	8,000 (1)	I	Farrell By daughter
Class A Preferred Stock	02/06/2009	P	2,000	A	\$ 20.57 (3)	8,200 (1)	I	By son

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

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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock ⁽²⁾	\$ 8.63					11/18/2000	11/18/2009	Common Stock	3,413
Option to purchase Common Stock ⁽²⁾	\$ 7.94					11/29/2001	11/29/2010	Common Stock	22,500
Option to purchase Common Stock ⁽²⁾	\$ 17.97					08/04/2004	08/04/2013	Common Stock	200,000
Option to purchase Common Stock ⁽²⁾	\$ 17.39					04/19/2005	04/19/2014	Common Stock	150,000
Option to purchase	\$ 17.07					07/07/2006	07/07/2015	Common Stock	150,000

Common
Stock (2)Option to
purchase
Common
Stock (2)

\$ 11.72

02/13/2007 02/13/2016

Common
Stock

150,000

Option to
purchase
Common
Stock (2)

\$ 15.7

05/17/2008 05/17/2017

Common
Stock

150,000

Option to
purchase
Common
Stock (2)

\$ 16.46

05/08/2009 05/08/2018

Common
Stock

200,000

Option to
purchase
Common
Stock (2)

\$ 15.61

09/19/2009 09/19/2018

Common
Stock

200,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

FARRELL MICHAEL A J
C/O: ANNALY CAPITAL MANAGEMENT, INC.
1211 AVENUE OF THE AMERICAS, SUITE
2902
NEW YORK, NY 10036

X

Pres., Chairman of Board & CEO

Signatures

/s/ Michael AJ
Farrell

02/09/2009

**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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

(2) Options previously granted.

Multiple executions - purchase price shown represents the weighted average price for all purchases. Execution prices ranged from \$20.20 to \$20.90 per share. The reporting person undertakes to provide upon request full information regarding the number of shares purchased at each separate price.

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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