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FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE

Form 8-K

June 30, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 28, 2006**

**Federal National Mortgage Association**

*(Exact name of registrant as specified in its charter)*

**Federally chartered corporation**

*(State or other jurisdiction  
of incorporation)*

**000-50231**

*(Commission  
File Number)*

**52-0883107**

*(IRS Employer  
Identification Number)*

**3900 Wisconsin Avenue, NW**

**Washington, DC**

*(Address of principal executive offices)*

**20016**

*(Zip Code)*

**Registrant's telephone number, including area code: 202-752-7000**

*(Former Name or Former Address, if Changed Since Last Report): \_\_\_\_\_*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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***Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.***

(b) On June 28, 2006, Donald B. Marron resigned from the Board of Directors of Fannie Mae (formally, the Federal National Mortgage Association), effective July 31, 2006. Mr. Marron felt it was important to stay on the Board of Directors through the Paul, Weiss investigation and the Office of Federal Housing Enterprise Oversight ( OFHEO ) special examination, which are now complete. Mr. Marron has been and will remain very supportive of Fannie Mae's affordable housing mission and the financial stability of the company.

***Item 7.01. Regulation FD Disclosure.***

On June 29, 2006, Fannie Mae issued its monthly financial summary release for the month of May 2006. The summary, a copy of which is furnished as Exhibit 99.1 to this report, is incorporated herein by reference.

The information in this item, including Exhibit 99.1 submitted herewith, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of Section 18, nor shall it be deemed incorporated by reference into any disclosure document relating to Fannie Mae, except to the extent, if any, expressly set forth by specific reference in such document.

***Item 9.01. Financial Statements and Exhibits.***

(c) *Exhibits.* The exhibit index filed herewith is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

FEDERAL NATIONAL MORTGAGE ASSOCIATION

By /s/ David C. Hisey

David C. Hisey  
Senior Vice President and Controller

Date: June 30, 2006

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EXHIBIT INDEX

The following exhibit is submitted herewith:

| Exhibit Number | Description of Exhibit   |
|----------------|--|
| 99.1           | Monthly summary release for May 2006 issued by Fannie Mae on June 29, 2006 |

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