

ANNALY CAPITAL MANAGEMENT INC

Form 5

February 11, 2016

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
Expires: January 31,
2005
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1. Name and Address of Reporting Person *
GREEN JONATHAN D

(Last) (First) (Middle)

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

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol

**ANNALY CAPITAL
MANAGEMENT INC [NLY]**

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2015

5. 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)

NEW YORK, NY 10036

(City) (State) (Zip)

☒ 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 (Instr. 4)
Common Stock	12/31/2015	12/31/2015	A	A Amount Price	45,750	D	A

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

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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)**

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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)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
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⁾	\$ 16.46	Â	Â	Â	Â Â	05/08/2009 05/08/2018	Common Stock	20,000
Option to purchase Common Stock ⁽¹⁾	\$ 15.61	Â	Â	Â	Â Â	09/19/2009 09/19/2018	Common Stock	20,000
Option to purchase Common Stock ⁽¹⁾	\$ 13.25	Â	Â	Â	Â Â	04/22/2010 04/22/2019	Common Stock	50,000
Option to purchase Common Stock ⁽¹⁾	\$ 18.67	Â	Â	Â	Â Â	06/27/2011 06/27/2016	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 17.11	Â	Â	Â	Â Â	06/26/2012 06/26/2017	Common Stock	1,250
Deferred Stock Units	Â	Â	Â	Â	Â Â	Â ⁽²⁾ Â ⁽²⁾	Common Stock	40,124 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Â X Â Â Â

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

Signatures

/s/ Jonathan
Green

02/11/2016

__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) The Deferred Stock Units convert to shares of Common Stock on a one-for-one basis following a termination of service as described in Annaly Capital Management, Inc. 2010 Equity Incentive Plan.

(3) Reflects the aggregate amount of Deferred Stock Units granted during the tenure of the respective director.

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.