ANNALY CAPITAL MANAGEMENT INC Form 5 Januar FO

securities beneficially owned directly or indirectly.

January 13,	2009										
FORM	<b>1</b> 5								PPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION						N OMB Number:	3235-0362			
	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. Continue. Continue. Continue Contin						Expires:	January 31, 2005			
to Sectio Form 4 c 5 obligat							Estimated burden hou response	average urs per			
1(b).	Filed pu <sup>Holdings</sup> Section 17 I	(a) of the	Public U		ng Com	pany Act of					
HAYLON MICHAEL E S			2. Issuer Name <b>and</b> Ticker or Trading Symbol ANNALY CAPITAL MANAGEMENT INC [NLY]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)Officer (g 12/31/2008below)				e title 10% Owner Other (specify below)				
MANAGE	ALY CAPITAL MENT, INC., 1 OF THE AMERI )2		12/31/	2008							
				If Amendment, Date Original iled(Month/Day/Year)			6. Individual or Joint/Group Reporting				
· ·					(cho	eck applicable line)					
NEW YOF	RK, NY 10036	5					_X_ Form Filed b Form Filed by Person	y One Reporting F More than One F			
(City)	(State)	(Zip)	Tal	ole I - Non-De	rivative S	ecurities Acq	uired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Pri		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 Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	port on a separate lin	e for each cl	lass of	Persons w	vho respo	ond to the c	ollection of info	ormation	SEC 2270		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

contained in this form are not required to respond unless

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(9-02)

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)	Secu Acq (A)	vative urities uired or oosed O) r. 3,	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)	\$ 16.13	Â	Â	Â	Â	Â	06/13/2009	06/13/2018	Common Stock	5,000
Option to purchase Common Stock (1)	\$ 15.59	Â	Â	Â	Â	Â	06/26/2008	06/26/2013	Common Stock	1,250
Option to purchase Common Stock (1)	\$ 15.61	Â	Â	Â	Â	Â	09/19/2009	09/19/2019	Common Stock	20,000

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HAYLON MICHAEL E C/O ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS SUITE 2902 NEW YORK, NY 10036	ÂX	Â	Â	Â		

## Signatures

/s/ Michael 01/12/2009 Haylon 01/12/2009 \*\*Signature of Date 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.