

ANNALY CAPITAL MANAGEMENT INC

Form 4

June 29, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 SECURITIESFiled 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NORDBERG E WAYNE

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANNALY CAPITAL
MANAGEMENT INC [NLY]3. Date of Earliest Transaction
(Month/Day/Year)
06/26/20094. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock				(A) or (D)			
			Code	V	Amount		Price
Common Stock					32,000	D	
Common Stock					10,000	I	By Olivia Nordberg Trust
Common Stock					10,000	I	By Hollow Brook Associates, LLC Deferred

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Common Stock	9,000	I	Benefit Pension Plan By Spouse
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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 ⁽¹⁾	\$ 18.26							06/27/2005	06/27/2010	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 17.07							07/07/2006	07/07/2015	Common Stock	15,000
Option to purchase Common Stock ⁽¹⁾	\$ 11.72							02/13/2007	02/13/2016	Common Stock	15,000
Option to purchase Common Stock ⁽¹⁾	\$ 12.15							06/26/2006	06/26/2011	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 14.17							06/26/2007	06/26/2012	Common Stock	1,250
Option to	\$ 16.46							05/08/2009	05/08/2018	Common	20,000

purchase Common Stock ⁽¹⁾									Stock	
Option to purchase Common Stock ⁽¹⁾	\$ 15.59					06/26/2008	06/26/2013	Common Stock		1,250
Option to purchase Common Stock ⁽¹⁾	\$ 15.61					09/19/2009	09/19/2018	Common Stock		20,000
Option to purchase Common Stock ⁽¹⁾	\$ 13.25					04/22/2010	04/22/2019	Common Stock		50,000
Option to purchase Common Stock ⁽²⁾	\$ 15.09	06/26/2009		A	1,250	06/26/2009	06/26/2014	Common Stock		1,250

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 NEW YORK, NY 10036	X			

Signatures

/s/ E. Wayne
Nordberg

06/26/2009

^{**}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.

(2) Options vested on 6/26/09.

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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