

FARRELL MICHAEL A J
 Form 4
 February 09, 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 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

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

(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

(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 Ownership (Instr. 4)
				(A) or (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	\$ 3,500 ⁽¹⁾	I	Michael Farrell C/F Taylor Carolyn
					20.57 ⁽³⁾		

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									Farrell
Class A Preferred Stock	02/06/2009		P	2,000	A	\$ 20.57 (3)	8,000 (1)	I	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)	8. De	
				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 <u>(2)</u>					
Option to purchase Common Stock <u>(2)</u>	\$ 11.72	02/13/2007	02/13/2016	Common Stock	150,000
Option to purchase Common Stock <u>(2)</u>	\$ 15.7	05/17/2008	05/17/2017	Common Stock	150,000
Option to purchase Common Stock <u>(2)</u>	\$ 16.46	05/08/2009	05/08/2018	Common Stock	200,000
Option to purchase Common Stock <u>(2)</u>	\$ 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.
- (3) 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. 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.