

OSLICK JEROME G
Form 4
November 20, 2012

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 *
OSLICK JEROME G

2. Issuer Name and Ticker or Trading Symbol
FEDERAL AGRICULTURAL MORTGAGE CORP [AGM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FARMER MAC, 1999 K STREET NW, 4TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2012

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Former Executive Officer

WASHINGTON, DC 20006

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class C Non-Voting Common Stock | 11/16/2012 | | M ⁽¹⁾ | | 8,584 | A | \$ 22.4 |
| | | | | | 20,884 | | ⁽²⁾ |
| Class C Non-Voting Common Stock | 11/16/2012 | | S ⁽¹⁾⁽³⁾ | | 8,584 | D | \$ 31 |
| | | | | | 12,300 | | ⁽²⁾ |
| Class C Non-Voting Common | 11/19/2012 | | M ⁽⁴⁾ | | 10,091 | A | \$ 22,391 |
| | | | | | | | ⁽²⁾ 26.36 |

Stock

Class C

Non-Voting

Common

Stock

11/19/2012

\$⁽³⁾(4)

10,091

D

\$ 32

12,300 ⁽²⁾

D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option | \$ 22.4 | 11/16/2012 | | M ⁽¹⁾ | 8,584 | 06/05/2003 ⁽⁵⁾ 06/05/2013 | Class C Non-Voting Common Stock 8,584 |
| Stock Option | \$ 26.36 | 11/19/2012 | | M ⁽⁴⁾ | 10,091 | 05/31/2007 ⁽⁶⁾ 06/01/2016 | Class C Non-Voting Common Stock 10,091 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OSLICK JEROME G
C/O FARMER MAC
1999 K STREET NW, 4TH FLOOR
WASHINGTON, DC 20006

Former Executive Officer

Signatures

/s/ Stephen P. Mullery, as attorney-in-fact for Jerome G.
Oslick

11/20/2012

__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) This report reflects (on Table I) (i) the acquisition of 8,584 shares of Class C Non-Voting Common Stock through the partial exercise of a previously unexercised employee stock option acquired by the reporting person in June 2003 pursuant to former Rule 16b-3; (ii) the sale of 8,584 shares of Class C Non-Voting Common Stock; and (on Table II) (iii) the partial exercise of the June 2003 employee stock option. The exercise of the June 2003 employee stock option is exempt under Section 16(b) under Rule 16b-6 but is reported herein pursuant to Rule 16a-4.

(2) Includes 6,000, 3,300, and 3,000 shares of restricted stock granted to Mr. Oslick pursuant to the Federal Agricultural Mortgage Corporation's 2008 Omnibus Incentive Plan that will vest on March 31, 2013, March 31, 2014, and March 31, 2015, respectively, if the Corporation meets certain performance objectives related to business volume and portfolio charge-offs and delinquencies, as specified in the related award agreement.

(3) Transaction pursuant to plan under Rule 10b5-1.

(4) This report reflects (on Table I) (i) the acquisition of 10,091 shares of Class C Non-Voting Common Stock through the exercise of a previously unexercised employee stock option acquired by the reporting person in June 2006 pursuant to former Rule 16b-3; (ii) the sale of 10,091 shares of Class C Non-Voting Common Stock; and (on Table II) (iii) the exercise of the June 2006 employee stock option. The exercise of the June 2006 employee stock option is exempt under Section 16(b) under Rule 16b-6 but is reported herein pursuant to Rule 16a-4.

(5) Exercisable beginning June 2003 with respect to 8,583 shares, beginning May 31, 2004 with respect to 8,583 shares, and beginning May 31, 2005 with respect to 8,584 shares.

(6) Exercisable beginning May 31, 2007 with respect to 3,363 shares, beginning May 31, 2008 with respect to 3,364 shares, and beginning May 31, 2009 with respect to 3,364 shares.

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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