

ANNALY MORTGAGE MANAGEMENT INC

Form 4

February 15, 2006

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
LAMBIASE JOHN

(Last) (First) (Middle)

**C/O ANNALY MORTGAGE
MANAGEMENT, INC., 12 EAST
41ST STREET, SUITE 700**

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**ANNALY MORTGAGE
MANAGEMENT INC [NLY]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2006

4. 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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
Class A Preferred Stock			Code	V Amount Price	4,500	D	
Common Stock					46,000	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 <u>(1)</u>	\$ 13.69							06/26/2002	06/26/2006	Common Stock	1,188
Option to purchase Common Stock <u>(1)</u>	\$ 18.26							06/26/2005	06/27/2010	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 8.13							07/31/1999	07/31/2008	Common Stock	1,375
Option to purchase Common Stock <u>(1)</u>	\$ 8.63							11/18/2000	11/18/2009	Common Stock	10,000
Option to purchase Common Stock <u>(1)</u>	\$ 7.94							11/29/2001	11/29/2010	Common Stock	2,437
Option to purchase Common Stock <u>(1)</u>	\$ 20.35							06/26/2002	06/26/2007	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 20.7							06/26/2003	06/26/2008	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 17.97							08/08/2004	08/08/2013	Common Stock	15,000

Option to purchase Common Stock ⁽¹⁾	\$ 17.39				04/20/2005	04/20/2014	Common Stock	15,000
Option to purchase Common Stock ⁽¹⁾	\$ 17.21				06/28/2004	06/28/2004	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	\$ 11.72	02/13/2006	A	15,000	02/13/2007	02/13/2016	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBIASE JOHN C/O ANNALY MORTGAGE MANAGEMENT, INC. 12 EAST 41ST STREET, SUITE 700 NEW YORK, NY 10017	X			

Signatures

/s/ John
Lambiase

02/15/2006

 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.

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.