

Diamond Jeremy
Form 5
February 11, 2010

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Diamond Jeremy

(Last) (First) (Middle)

C/O ANNALY CAPITAL
MANAGEMENT, INC., 1211
AVENUE OF THE AMERICAS
SUITE 2902

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ANNALY CAPITAL
MANAGEMENT INC [NLY]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

MANAGING DIRECTOR

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ 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)	(A) or (D)	Price	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)
Common Stock	12/31/2009	12/31/2009	12/31/2009	12/31/2009	12/31/2009	12/31/2009	51,532	D	12/31/2009
Common Stock	12/31/2009	12/31/2009	12/31/2009	12/31/2009	12/31/2009	12/31/2009	241	I	By Wife
Common Stock	12/31/2009	12/31/2009	12/31/2009	12/31/2009	12/31/2009	12/31/2009	65	I	Jeremy Diamond

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Common Stock	Â	Â	Â	Â	Â	Â	410	I	C/F Eleanor L. Diamond Jeremy Diamond C/F Benjamin L. Diamond
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to purchase Common Stock ⁽¹⁾	\$ 17.97	Â	Â	Â	Â Â	08/04/2004 08/04/2013	Common Stock 20,000
Option to purchase Common Stock ⁽¹⁾	\$ 17.39	Â	Â	Â	Â Â	04/19/2005 04/19/2014	Common Stock 20,000
Option to purchase Common Stock ⁽¹⁾	\$ 17.07	Â	Â	Â	Â Â	07/07/2006 07/07/2015	Common Stock 30,000
Option to purchase Common Stock ⁽¹⁾	\$ 11.72	Â	Â	Â	Â Â	02/13/2007 02/13/2016	Common Stock 27,617
Option to purchase Common	\$ 15.7	Â	Â	Â	Â Â	05/17/2008 05/17/2017	Common Stock 40,000

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Stock ⁽¹⁾

Option to
purchase
Common
Stock ⁽¹⁾

\$ 16.46

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05/08/2009

05/08/2018

Common
Stock

53,000

Option to
purchase
Common
Stock ⁽¹⁾

\$ 15.61

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09/19/2009

09/19/2018

Common
Stock

53,000

Option to
purchase
Common
Stock ⁽¹⁾

\$ 13.25

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04/22/2010

04/22/2019

Common
Stock

150,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Diamond Jeremy
C/O ANNALY CAPITAL MANAGEMENT, INC.
1211 AVENUE OF THE AMERICAS SUITE 2902
NEW YORK, NY 10036

Â

Â

Â MANAGING DIRECTOR Â

Signatures

/s/ Jeremy
Diamond

02/05/2010

⁽¹⁾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.

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