Diamond Jeremy Form 4 November 18, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Diamond Jeremy

2. Issuer Name and Ticker or Trading Symbol

ANNALY CAPITAL

MANAGEMENT INC [NLY]

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Last) (First) (Middle)

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

3. Date of Earliest Transaction

11/17/2010

Director 10% Owner Other (specify X_ Officer (give title

below) MANAGING DIRECTOR

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10036

(City)	(State)	(Zip) Table	e I - Non-E	Derivative	Secur	rities Acq	uired, Disposed o	of, or Beneficia	lly 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. Securi on(A) or Di (Instr. 3,	spose 4 and (A) or	d of (D)	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)
Common Stock	11/17/2010		M	5,000	A	\$ 11.72	62,246	D	
Common Stock							241	I	By Wife
Common Stock							65	I	Jeremy Diamond C/F Eleanor L. Diamond

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	Common Stock	425	I	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 1474 (9-02)

Jeremy

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. Transacti Code (Instr. 8)	de Securities		f Derivative Expiration Date ecurities (Month/Day/Year) equired A) or isposed of D) nstr. 3, 4,		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)	\$ 17.97						08/04/2004	08/04/2013	Common Stock	20,000
Option to purchase Common Stock (1)	\$ 17.39						04/19/2005	04/19/2014	Common Stock	20,000
Option to purchase Common Stock (1)	\$ 17.07						07/07/2006	07/07/2015	Common Stock	30,000
Option to purchase Common Stock (1)	\$ 11.72	11/17/2010		M		5,000	02/13/2007	02/13/2016	Common Stock	5,000
Option to purchase Common Stock (1)	\$ 15.7						05/17/2008	05/17/2017	Common Stock	40,000
	\$ 16.46						05/08/2009	05/08/2018		53,000

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Option to purchase Common Stock (1)				Common Stock	
Option to purchase Common Stock (1)	\$ 15.61	09/19/2009	09/19/2018	Common Stock	53,000
Option to purchase Common Stock (1)	\$ 13.25	04/22/2010	04/22/2019	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Diamond Jeremy

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

MANAGING DIRECTOR

Signatures

Reporting Person

/s/ Jeremy
Diamond

**Signature of
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.

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