Kazel Ronald Daniel Form 5 January 20, 2012

Stock

Stock

Stock

Common

Common

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OMB APPROVAL FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Kazel Ronald Daniel Symbol ANNALY CAPITAL (Check all applicable) MANAGEMENT INC [NLY] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner _ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2011 Managing Director C/O: ANNALY CAPITAL MANAGEMENT, INC., Â 1211 **AVENUE OF THE AMERICAS SUITE 2902** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEW YORK, NYÂ 10036 _X_ 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 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership (Instr. 8) of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â Â

1

By Wife

By 401(K)

plan

156,938

755

2,833

D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons w contained the form d	SEC 2270 (9-02)					
Class A Preferred Stock	Â	Â	Â	Â	Â	Â	4,400	I	By 401(K) plan

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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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)	Number		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	\$ 17.97	Â	Â	Â	Â	Â	08/04/2004	08/04/2013	Common Stock	15,000
Option to purchase Common Stock (1)	\$ 17.39	Â	Â	Â	Â	Â	04/19/2005	04/19/2014	Common Stock	13,251
Option to purchase Common Stock (1)	\$ 17.07	Â	Â	Â	Â	Â	07/07/2006	07/07/2015	Common Stock	23,377
Option to purchase Common Stock (1)	\$ 15.7	Â	Â	Â	Â	Â	05/17/2008	05/17/2017	Common Stock	10,000
Option to purchase Common Stock (1)	\$ 16.46	Â	Â	Â	Â	Â	05/08/2009	05/08/2018	Common Stock	53,000
Option to purchase Common Stock (1)	\$ 15.61	Â	Â	Â	Â	Â	09/19/2009	09/19/2018	Common Stock	53,000

Option to purchase Common Stock (1) \$ 13.25 \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} 04/22/2010 04/22/2019 \hat{A} Common Stock (1)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kazel Ronald Daniel

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

NEW YORK, NYÂ 10036

Relationships

Other

A A Managing Director Â

Signatures

/s/ Ronald D.
Kazel

**Signature of Reporting Person

O1/20/2012

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 provided 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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