

FORTESCUE JAMES  
Form 5  
January 27, 2012

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
FORTESCUE JAMES

(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)  
12/31/2011

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)  
MD and Head of Liabilities

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/31/2011	12/31/2011	A	A	105,261	D	A

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

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SEC 2270  
(9-02)

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**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 <u>(1)</u>	\$ 17.97	Â	Â	Â	Â	Â	08/04/2004	08/04/2013	Common Stock	20,000
Option to purchase Common Stock <u>(1)</u>	\$ 17.39	Â	Â	Â	Â	Â	04/20/2005	04/20/2014	Common Stock	20,000
Option to purchase Common Stock <u>(1)</u>	\$ 17.07	Â	Â	Â	Â	Â	07/07/2006	07/07/2015	Common Stock	30,000
Option to purchase Common Stock <u>(1)</u>	\$ 15.7	Â	Â	Â	Â	Â	05/17/2008	05/17/2017	Common Stock	40,000
Option to purchase Common Stock <u>(1)</u>	\$ 16.46	Â	Â	Â	Â	Â	05/08/2009	05/08/2018	Common Stock	53,000
Option to purchase Common Stock <u>(1)</u>	\$ 15.61	Â	Â	Â	Â	Â	09/19/2009	09/19/2018	Common Stock	53,000
Option to purchase Common Stock <u>(1)</u>	\$ 13.25	Â	Â	Â	Â	Â	04/22/2010	04/22/2019	Common Stock	145,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORTESCUE JAMES C/O ANNALY CAPITAL MANAGEMENT INC 1211 AVENUE OF THE AMERICAS SUITE 2902 NEW YORK, NY 10036	Â	Â	Â MD and Head of Liabilities	Â

## Signatures

/s/ James P.  
Fortescue

01/26/2012

\_\_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) 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.