Lyght Rose-Marie Form 4 February 24, 2012

FORM 4

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

OMB APPROVAL

OMB

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Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Section 16. Form 4 or 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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Lyght Rose-Marie Issuer Symbol ANNALY CAPITAL (Check all applicable) MANAGEMENT INC [NLY] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) C/O: ANNALY CAPITAL 02/23/2012 MD, Co-Head Port Mgmt MANAGEMENT, INC., 1211

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

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

E 2902 (Street)

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

Filed(Month/Day/Year)

Person

NEW YORK, NY 10036

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(11011)
Common Stock							120,105	D	
Common Stock	02/23/2012		P	500	A	\$ 16.59	500	I	By spouse
Class A Preferred Stock							1,228	D	
Class A							500	I	By

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Preferred Stock		Rose-Marie Lyght Irrevocable Trust I
Reminder: Report on a separate line for each class of securities	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 number.	SEC 1474 (9-02)

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

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. Transactio Code (Instr. 8)	5. DiNumber 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)		8. Pr Deri Secu (Inst
				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)	\$ 15.7					05/17/2008	05/17/2017	Common Stock	40,000	
Option to purchase Common Stock (1)	\$ 16.46					05/08/2009	05/08/2018	Common Stock	53,000	

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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	97,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Lyght Rose-Marie C/O: ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS, SUITE 2902 NEW YORK, NY 10036			MD, Co-Head Port Mgmt			

Signatures

/s/ Rose-Marie

Lyght 02/23/2012

**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 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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