

GREEN JONATHAN D

Form 4

May 29, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREEN JONATHAN D2. Issuer Name and Ticker or Trading
Symbol
ANNALY CAPITAL
MANAGEMENT INC [NLY]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ANNALY CAPITAL
MANAGEMENT, INC., 1211
AVENUE OF THE AMERICAS,
SUITE 29023. Date of Earliest Transaction
(Month/Day/Year)
05/24/2012☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting
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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 05/24/2012 | | M | 1,250 A | \$ 14.17 | 45,750 D | |

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

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information contained in this form are not
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(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) | | | |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to purchase Common Stock <u>(1)</u> | \$ 17.97 | | | | | | | 08/08/2004 | 08/08/2013 | Common Stock | 15,000 |
| Option to purchase Common Stock <u>(1)</u> | \$ 17.39 | | | | | | | 04/20/2005 | 04/20/2014 | Common Stock | 15,000 |
| Option to purchase Common Stock <u>(1)</u> | \$ 17.07 | | | | | | | 07/07/2006 | 07/07/2015 | Common Stock | 15,000 |
| Option to purchase Common Stock <u>(1)</u> | \$ 11.72 | | | | | | | 02/13/2007 | 02/13/2016 | Common Stock | 15,000 |
| Option to purchase Common Stock <u>(1)</u> | \$ 14.17 | 05/24/2012 | | M | | 1,250 | | 06/26/2007 | 06/26/2012 | Common Stock | 1,250 |
| Option to purchase Common Stock <u>(1)</u> | \$ 16.46 | | | | | | | 05/08/2009 | 05/08/2018 | Common Stock | 20,000 |
| Option to purchase Common Stock <u>(1)</u> | \$ 15.59 | | | | | | | 06/26/2008 | 06/26/2013 | Common Stock | 1,250 |
| Option to purchase Common Stock <u>(1)</u> | \$ 15.61 | | | | | | | 09/19/2009 | 09/19/2018 | Common Stock | 20,000 |

| | | | | | |
|--|----------|------------|------------|--------------|--------|
| Option to purchase Common Stock ⁽¹⁾ | \$ 13.25 | 04/22/2010 | 04/22/2019 | Common Stock | 50,000 |
| Option to purchase Common Stock ⁽¹⁾ | \$ 15.09 | 06/26/2009 | 06/26/2014 | Common Stock | 1,250 |
| Option to purchase Common Stock ⁽¹⁾ | \$ 17.24 | 06/28/2010 | 06/28/2015 | Common Stock | 1,250 |
| Option to purchase Common Stock ⁽¹⁾ | \$ 18.67 | 06/27/2011 | 06/27/2016 | Common Stock | 1,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN JONATHAN D C/O ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS, SUITE 2902 NEW YORK, NY 10036 | X | | | |

Signatures

/s/ Jonathan Green 05/25/2012

 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.

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