LAMBIASE JOHN

Form 4 June 01, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

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Check this box

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 * LAMBIASE JOHN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ANNALY CAPITAL MANAGEMENT INC [NLY]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 05/30/2012

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

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

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10036

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

Common 05/30/2012 Stock

or Price Code Amount (D) M 1.250

(Instr. 3 and 4) 58,062

11,000

Transaction(s)

Class A Preferred

Stock

14.17

(A)

D

D

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

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SEC 1474 (9-02)

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displays a currently valid OMB control number.

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. 5. Number Transaction of Derivative Code Securities (Instr. 8) 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 (1)	\$ 17.97						08/08/2004	08/08/2013	Common Stock	15,000
Option to purchase Common Stock (1)	\$ 17.39						04/20/2005	04/20/2014	Common Stock	15,000
Option to purchase Common Stock (1)	\$ 17.07						07/07/2006	07/07/2015	Common Stock	15,000
Option to purchase Common Stock (1)	\$ 11.72						02/13/2007	02/13/2016	Common Stock	15,000
Option to purchase Common Stock (1)	\$ 14.17	05/30/2012		M		1,250	06/26/2007	06/26/2012	Common Stock	1,250
Option to purchase Common Stock (1)	\$ 16.46						05/08/2009	05/08/2018	Common Stock	20,000
Option to purchase Common Stock (1)	\$ 15.59						06/26/2008	06/26/2013	Common Stock	1,250
Option to purchase	\$ 15.61						09/19/2009	09/19/2018	Common Stock	20,000

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Common Stock (1)					
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				
1 6	Director	10% Owner	Officer	Other	
LAMBIASE JOHN C/O: ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS, SUITE 2902 NEW YORK, NY 10036	X				

Signatures

/s/ John
Lambiase

**Signature of Reporting Person

O5/30/2012

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.

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