

ANNALY CAPITAL MANAGEMENT INC

Form 5

February 13, 2013

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
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2005
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1. Name and Address of Reporting Person *
NORDBERG E WAYNE

(Last) (First) (Middle)

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

(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)
12/31/2012

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)

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)	(A) or (D)	Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2012	12/31/2012	1	1	1	1	43,250	D	1
Common Stock	12/31/2012	12/31/2012	1	1	1	1	10,000	I	By Olivia Nordberg Trust
Common Stock	12/31/2012	12/31/2012	1	1	1	1	9,000	I	By Spouse

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

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SEC 2270
(9-02)

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)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Option to purchase Common Stock ⁽¹⁾	\$ 17.07	Â	Â	Â	Â Â	07/07/2006 07/07/2015	Common Stock	15,000
Option to purchase Common Stock ⁽¹⁾	\$ 11.72	Â	Â	Â	Â Â	02/13/2007 02/13/2016	Common Stock	15,000
Option to purchase Common Stock ⁽¹⁾	\$ 16.46	Â	Â	Â	Â Â	05/08/2009 05/08/2018	Common Stock	20,000
Option to purchase Common Stock ⁽¹⁾	\$ 15.59	Â	Â	Â	Â Â	06/26/2008 06/26/2013	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 15.61	Â	Â	Â	Â Â	09/19/2009 09/19/2018	Common Stock	20,000
Option to purchase Common Stock ⁽¹⁾	\$ 13.25	Â	Â	Â	Â Â	04/22/2010 04/22/2019	Common Stock	50,000
Option to purchase Common Stock ⁽¹⁾	\$ 15.09	Â	Â	Â	Â Â	06/26/2009 06/26/2014	Common Stock	1,250

Option to purchase Common Stock ⁽¹⁾	\$ 17.24	Â	Â	Â	Â	Â	06/28/2010	06/28/2015	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 18.67	Â	Â	Â	Â	Â	06/27/2011	06/27/2016	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 17.11	Â	Â	Â	Â	Â	06/26/2012	06/26/2017	Common Stock	1,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDBERG E WAYNE C/O ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Â X	Â	Â	Â

Signatures

/s/ E. Wayne
Nordberg

02/11/2013

^{**}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.

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