ANNALY CAPITAL MANAGEMENT INC
Form 5
January 13, 2017

FORM 5

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

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

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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

1. Name and Address of Reporting Person *
HAYLON MICHAEL E

(Last) (First) (Middle)

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

(Street)

NEW YORK,Â NYÂ 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)
12/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Reporting
(check applicable line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	0	D	Â

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

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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 (1)	$ 16.13	Â	Â	Â	Â	Â	06/13/2009	06/13/2018	Common Stock	5,000
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)	$ 17.11	Â	Â	Â	Â	Â	06/26/2012	06/26/2017	Common Stock	1,250
Deferred Stock Units	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Common Stock	58,358 (3)

Reporting Owners

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

Signatures

/s/ R. Nicholas Singh, Attorney-In-Fact	01/13/2017
**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.

(2) The Deferred Stock Units convert to shares of Common Stock on a one-for-one basis following a termination of service as described in Annaly Capital Management, Inc. 2010 Equity Incentive Plan.

(3) Reflects the aggregate amount of Deferred Stock Units granted during the tenure of the respective director.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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