

ANNALY CAPITAL MANAGEMENT INC

Form 4

September 23, 2008

FORM 4**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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMBIASE JOHN

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ANNALY CAPITAL
MANAGEMENT INC [NLY]

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2008

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 Filing(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)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class A Preferred Stock					11,000	D	
Common Stock					47,375	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
required to respond unless the form**

SEC 1474
(9-02)

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. 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>	\$ 18.26							06/27/2005	06/27/2010	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 8.63							11/18/2000	11/18/2009	Common Stock	10,000
Option to purchase Common Stock <u>(1)</u>	\$ 7.94							11/29/2001	11/29/2010	Common Stock	2,437
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>	\$ 17.21							06/28/2004	06/28/2009	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 17.07							07/07/2006	07/07/2015	Common Stock	15,000
Option to purchase Common	\$ 11.72							02/13/2007	02/13/2016	Common Stock	15,000

Stock ⁽¹⁾Option to
purchase
Common
Stock ⁽¹⁾

\$ 12.15

06/26/2006 06/26/2011

Common
Stock

1,250

Option to
purchase
Common
Stock ⁽¹⁾

\$ 14.17

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
Common
Stock ⁽²⁾

\$ 15.61

09/19/2008

A

20,000

09/19/2009 09/19/2019

Common
Stock

20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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

09/23/2008

 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) Options vest in four equal annual installments commencing on 09/19/2009.

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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