

LAMBIASE JOHN
Form 5
January 13, 2009

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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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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

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 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)			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			
Class A Preferred Stock	12/31/2008	12/31/2008	A	11,000	A	A	11,000	D	A
Common Stock	12/31/2008	12/31/2008	A	47,375	A	A	47,375	D	A

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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. Price Derivat Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Option to purchase Common Stock ⁽¹⁾	\$ 18.26	Â	Â	Â	Â Â	06/27/2005 06/27/2010	C/S 1,250	Â
Option to purchase Common Stock ⁽¹⁾	\$ 8.63	Â	Â	Â	Â Â	11/18/2000 11/18/2009	C/S 10,000	Â
Option to purchase Common Stock ⁽¹⁾	\$ 7.94	Â	Â	Â	Â Â	11/29/2001 11/29/2010	C/S 2,437	Â
Option to purchase Common Stock ⁽¹⁾	\$ 17.97	Â	Â	Â	Â Â	08/08/2004 08/08/2013	C/S 15,000	Â
Option to purchase Common Stock ⁽¹⁾	\$ 17.39	Â	Â	Â	Â Â	04/20/2005 04/20/2014	C/S 15,000	Â
Option to purchase Common Stock ⁽¹⁾	\$ 17.21	Â	Â	Â	Â Â	06/28/2004 06/28/2009	C/S 1,250	Â
Option to purchase Common Stock ⁽¹⁾	\$ 17.07	Â	Â	Â	Â Â	07/07/2006 07/07/2015	C/S 15,000	Â

Option to purchase Common Stock ⁽¹⁾	\$ 11.72	Â	Â	Â	Â	Â	02/13/2007	02/13/2016	C/S	15,000	Â
Option to purchase Common Stock ⁽¹⁾	\$ 12.15	Â	Â	Â	Â	Â	06/26/2006	06/26/2011	C/S	1,250	Â
Option to purchase Common Stock ⁽¹⁾	\$ 14.17	Â	Â	Â	Â	Â	06/26/2007	06/26/2012	C/S	1,250	Â
Option to purchase Common Stock ⁽¹⁾	\$ 16.46	Â	Â	Â	Â	Â	05/08/2009	05/08/2018	C/S	20,000	Â
Option to purchase Common Stock ⁽¹⁾	\$ 15.59	Â	Â	Â	Â	Â	06/26/2008	06/26/2013	C/S	1,250	Â
Option to purchase Common Stock ⁽¹⁾	\$ 15.61	Â	Â	Â	Â	Â	09/19/2009	09/19/2019	C/S	20,000	Â

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	Â X	Â	Â	Â

Signatures

/s/ John
Lambiase

01/12/2009

^{**}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 provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.