

ANNALY CAPITAL MANAGEMENT INC

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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
NORDBERG E WAYNE

(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
SymbolANNALY CAPITAL
MANAGEMENT INC [NLY]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20085. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original
Filed(Month/Day/Year)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008
Common Stock	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008
	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008

By Olivia
Nordberg
Trust

Common
StockBy Hollow
Brook
Associates,
LLC
Deferred
Benefit
Pension PlanCommon
Stock

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9,000

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By Spouse

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

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(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
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock ⁽¹⁾	\$ 17.21	Â	Â	Â	Â Â	06/28/2004 06/28/2009	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 17.45	Â	Â	Â	Â Â	05/27/2005 05/27/2009	Common Stock	5,000
Option to purchase Common Stock ⁽¹⁾	\$ 18.26	Â	Â	Â	Â Â	06/27/2005 06/27/2010	Common Stock	1,250
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	\$ 11.72	Â	Â	Â	Â Â	02/13/2007 02/13/2016	Common Stock	15,000

Common
Stock ⁽¹⁾

Option to purchase Common Stock ⁽¹⁾	\$ 12.15	Â	Â	Â	Â	Â	06/26/2006	06/26/2011	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 14.17	Â	Â	Â	Â	Â	06/26/2007	06/26/2012	Common Stock	1,250
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	09/19/2019	Common Stock	20,000

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 SUITE 2902 NEW YORK, NY 10036	Â X	Â	Â	Â

Signatures

/s/ E. Wayne
Nordberg

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.

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