

LAMBIASE JOHN
Form 4
June 29, 2009

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)
06/26/2009

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 | | | | | 54,375 | D | |

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

**Persons who respond to the collection of
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 ⁽¹⁾ | \$ 18.26 | | | | | | | 06/27/2005 | 06/27/2010 | Common Stock | 1,250 |
| Option to purchase Common Stock ⁽¹⁾ | \$ 7.94 | | | | | | | 11/29/2001 | 11/29/2010 | Common Stock | 2,437 |
| Option to purchase Common Stock ⁽¹⁾ | \$ 17.97 | | | | | | | 08/08/2004 | 08/08/2013 | Common Stock | 15,000 |
| Option to purchase Common Stock ⁽¹⁾ | \$ 17.39 | | | | | | | 04/20/2005 | 04/20/2014 | Common Stock | 15,000 |
| Option to purchase Common Stock ⁽¹⁾ | \$ 17.07 | | | | | | | 07/07/2006 | 07/07/2015 | Common Stock | 15,000 |
| Option to purchase Common Stock ⁽¹⁾ | \$ 11.72 | | | | | | | 02/13/2007 | 02/13/2016 | Common Stock | 15,000 |
| Option to purchase Common Stock ⁽¹⁾ | \$ 12.15 | | | | | | | 06/26/2006 | 06/26/2011 | Common Stock | 1,250 |
| Option to purchase | \$ 14.17 | | | | | | | 06/26/2007 | 06/26/2012 | Common Stock | 1,250 |

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

\$ 16.46

05/08/2009 05/08/2018

Common
Stock 20,000Option to
purchase
Common
Stock (1)

\$ 15.59

06/26/2008 06/26/2013

Common
Stock 1,250Option to
purchase
Common
Stock (1)

\$ 15.61

09/19/2009 09/19/2018

Common
Stock 20,000Option to
purchase
Common
Stock (1)

\$ 13.25

04/22/2010 04/22/2019

Common
Stock 50,000Option to
purchase
Common
Stock (2)

\$ 15.09 06/26/2009

A 1,250

06/26/2009 06/26/2014

Common
Stock 1,250

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

06/26/2009

**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.

(2) Options vested on 06/26/09

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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