

FARRELL MICHAEL A J

Form 4

November 24, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FARRELL MICHAEL A J

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2009

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Pres., Chairman of Board & CEO

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

NEW YORK, NY 10036

(City) (State) (Zip)

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	(A) or (D)	Price		
Common Stock	11/24/2009		M		22,500	A	\$ 7.94	2,047,367	D
Common Stock	11/24/2009		M		112,500	A	\$ 11.72	2,159,867	D
Common Stock	11/24/2009		M		30,000	A	\$ 15.61	2,189,867	D
Class A Preferred								3,500	D

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Stock

Class A Preferred Stock	3,500 ⁽¹⁾	I	Michael Farrell C/F Taylor Carolyn Farrell
Class A Preferred Stock	8,000 ⁽¹⁾	I	By daughter
Class A Preferred Stock	8,200 ⁽¹⁾	I	By son

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

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SEC 1474
(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to purchase Common Stock ⁽²⁾	\$ 7.94	11/24/2009		M	22,500	11/29/2001	11/29/2010	Common Stock	22,500
Option to purchase Common Stock ⁽²⁾	\$ 17.97					08/04/2004	08/04/2013	Common Stock	200,000
Option to purchase Common Stock ⁽²⁾	\$ 17.39					04/19/2005	04/19/2014	Common Stock	150,000
Option to purchase Common Stock	\$ 17.07					07/07/2006	07/07/2015	Common Stock	150,000

Stock (2)Option to
purchase
Common
Stock (2)

\$ 11.72

11/24/2009

M

112,500

02/13/2007 02/13/2016

Common
Stock

112,500

Option to
purchase
Common
Stock (2)

\$ 15.7

05/17/2008 05/17/2017

Common
Stock

150,000

Option to
purchase
Common
Stock (2)

\$ 16.46

05/08/2009 05/08/2018

Common
Stock

200,000

Option to
purchase
Common
Stock (2)

\$ 15.61

11/24/2009

M

30,000

09/19/2009 09/19/2018

Common
Stock

30,000

Option to
purchase
Common
Stock (2)

\$ 13.25

04/22/2010 04/22/2019

Common
Stock

400,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

FARRELL MICHAEL A J
 C/O: ANNALY CAPITAL MANAGEMENT, INC.
 1211 AVENUE OF THE AMERICAS, SUITE
 2902
 NEW YORK, NY 10036

X

Pres., Chairman of Board & CEO

Signatures

/s/ Michael AJ
 Farrell

11/24/2009

 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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

(2) Options previously granted.

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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