

ANNALY CAPITAL MANAGEMENT INC
 Form 4
 July 21, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
 07/21/2009

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 Ownership (Instr. 4)
Common Stock	07/21/2009		M	V Amount (A) or (D) Price \$ 8.63	2,024,867	D	
Class A Preferred Stock					3,500	D	
Class A Preferred Stock					3,500 ⁽¹⁾	I	Michael Farrell C/F Taylor Carolyn

Class A Preferred Stock	8,000 ⁽¹⁾	I	Farrell 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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(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 or Number of Shares
Option to purchase Common Stock ⁽²⁾	\$ 8.63	07/21/2009		M	3,413	11/18/2000 11/18/2009	Common Stock	3,413	
Option to purchase Common Stock ⁽²⁾	\$ 7.94					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	\$ 17.07					07/07/2006 07/07/2015	Common Stock	150,000	

Stock <u>(2)</u>						
Option to purchase Common Stock <u>(2)</u>	\$ 11.72	02/13/2007	02/13/2016	Common Stock	150,000	
Option to purchase Common Stock <u>(2)</u>	\$ 15.7	05/17/2008	05/17/2017	Common Stock	150,000	
Option to purchase Common Stock <u>(2)</u>	\$ 16.46	05/08/2009	05/08/2018	Common Stock	200,000	
Option to purchase Common Stock <u>(2)</u>	\$ 15.61	09/19/2009	09/19/2018	Common Stock	200,000	
Option to purchase Common Stock <u>(2)</u>	\$ 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 07/21/2009

 **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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