

FORTESCUE JAMES

Form 4

March 28, 2011

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FORTESCUE JAMES

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/28/2011

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
MD and Head of Liabilities

(Street)  
NEW YORK, NY 10036

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 03/28/2011                              |                                                             | M                                       | 5,968                                                                   | A                                                                                                                  | \$<br>11.72                                                          | 95,261 D                                |

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

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SEC 1474  
(9-02)

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**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 <sup>(1)</sup> | \$ 17.97                                               |                                      |                                                    |                                |                                                                                         | 08/04/2004                                               | 08/04/2013      | Common Stock                                                  | 20,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.39                                               |                                      |                                                    |                                |                                                                                         | 04/20/2005                                               | 04/20/2014      | Common Stock                                                  | 20,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.07                                               |                                      |                                                    |                                |                                                                                         | 07/07/2006                                               | 07/07/2015      | Common Stock                                                  | 30,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 11.72                                               | 03/28/2011                           |                                                    | M                              | 5,968                                                                                   | 02/13/2007                                               | 02/13/2016      | Common Stock                                                  | 5,968                      |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.7                                                |                                      |                                                    |                                |                                                                                         | 05/17/2008                                               | 05/17/2017      | Common Stock                                                  | 40,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 16.46                                               |                                      |                                                    |                                |                                                                                         | 05/08/2009                                               | 05/08/2018      | Common Stock                                                  | 53,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.61                                               |                                      |                                                    |                                |                                                                                         | 09/19/2009                                               | 09/19/2018      | Common Stock                                                  | 53,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 13.25                                               |                                      |                                                    |                                |                                                                                         | 04/22/2010                                               | 04/22/2019      | Common Stock                                                  | 145,000                    |

## Reporting Owners

| Reporting Owner Name / Address                                                                                         | Relationships |           |                            |       |
|------------------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                                                                        | Director      | 10% Owner | Officer                    | Other |
| FORTESCUE JAMES<br>C/O: ANNALY CAPITAL MANAGEMENT INC<br>1211 AVENUE OF THE AMERICAS, SUITE 2902<br>NEW YORK, NY 10036 |               |           | MD and Head of Liabilities |       |

## Signatures

/s/ James P.  
Fortescue

03/28/2011

\*\*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 is insufficient, *see* Instruction 6 for procedure.  
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