

ANNALY CAPITAL MANAGEMENT INC
 Form 4
 June 29, 2009

FORM 4

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

OMB APPROVAL

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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 *
 NORDBERG E WAYNE

(Last) (First) (Middle)

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

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | | | | (A) or (D) | 32,000 | D | |
| Common Stock | | | | V | 10,000 | I | By Olivia Nordberg Trust |
| Common Stock | | | | V | 10,000 | I | By Hollow Brook Associates, LLC Deferred |

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| | | | |
|--------------|-------|---|-----------------------------------|
| Common Stock | 9,000 | I | Benefit Pension Plan 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) | | |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
| | | | | 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⁾ | \$ 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 Common Stock ⁽¹⁾ | \$ 14.17 | | | | | 06/26/2007 | 06/26/2012 | Common Stock | 1,250 |
| Option to | \$ 16.46 | | | | | 05/08/2009 | 05/08/2018 | Common | 20,000 |

| | | | | | | | | | |
|-----------------------------------------------------|----------|------------|--|---|-------|------------|------------|-----------------|--------|
| purchase Common Stock <u>(1)</u> | | | | | | | | Stock | |
| Option to purchase Common Stock <u>(1)</u> | \$ 15.59 | | | | | 06/26/2008 | 06/26/2013 | Common Stock | 1,250 |
| Option to purchase Common Stock <u>(1)</u> | \$ 15.61 | | | | | 09/19/2009 | 09/19/2018 | Common Stock | 20,000 |
| Option to purchase Common Stock <u>(1)</u> | \$ 13.25 | | | | | 04/22/2010 | 04/22/2019 | Common Stock | 50,000 |
| Option to purchase Common Stock <u>(2)</u> | \$ 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 |
| NORDBERG E WAYNE C/O ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | X | | | |

Signatures

/s/ E. Wayne
Nordberg

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 6/26/09.

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