

LAMBIASE JOHN  
Form 5  
February 15, 2011

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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: 3235-0362  
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2005  
Estimated average  
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response... 1.0

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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2010

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 Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2010	12/31/2010	1	1	1	1	56,812	D	1
Class A Preferred Stock	12/31/2010	12/31/2010	1	1	1	1	11,000	D	1

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

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SEC 2270  
(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)	8
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.97	Â	Â	Â	Â Â	08/08/2004 08/08/2013	Common Stock	15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.39	Â	Â	Â	Â Â	04/20/2005 04/20/2014	Common Stock	15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.07	Â	Â	Â	Â Â	07/07/2006 07/07/2015	Common Stock	15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 11.72	Â	Â	Â	Â Â	02/13/2007 02/13/2016	Common Stock	15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 12.15	Â	Â	Â	Â Â	06/26/2006 06/26/2011	Common Stock	1,250
Option to purchase Common Stock <sup>(1)</sup>	\$ 14.17	Â	Â	Â	Â Â	06/26/2007 06/26/2012	Common Stock	1,250
Option to purchase Common Stock <sup>(1)</sup>	\$ 16.46	Â	Â	Â	Â Â	05/08/2009 05/08/2018	Common Stock	20,000

Option to purchase Common Stock <sup>(1)</sup>	\$ 15.59	Â	Â	Â	Â	Â	06/26/2008	06/26/2013	Common Stock	1,250
Option to purchase Common Stock <sup>(1)</sup>	\$ 15.61	Â	Â	Â	Â	Â	09/19/2009	09/19/2018	Common Stock	20,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 13.25	Â	Â	Â	Â	Â	04/22/2010	04/22/2019	Common Stock	50,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 15.09	Â	Â	Â	Â	Â	06/26/2009	06/26/2014	Common Stock	1,250
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.24	Â	Â	Â	Â	Â	06/28/2010	06/28/2015	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	Â X	Â	Â	Â

## Signatures

/s/ John  
Lambiase

02/09/2011

<sup>\*\*</sup>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 provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.