

FARRELL MICHAEL A J

Form 5

January 13, 2009

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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
FARRELL MICHAEL A J

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading
SymbolANNALY CAPITAL
MANAGEMENT INC [NLY]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20085. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Pres., Chairman of Board & CEO4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10036

☒ 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 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 Ownership (Instr. 4)
Common Stock	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	2,021,454	D	12/31/2008
Class A Preferred Stock	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	3,500	D	12/31/2008
	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	12/31/2008	2,000 (1)	I	

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Class A Preferred Stock										Michael Farrell C/F Taylor Carolyn Farrell
Class A Preferred Stock	Â	Â	Â	Â	Â	Â	6,000 ⁽¹⁾	I		Michael Farrell C/F Caitlin Farrell
Class A Preferred Stock	Â	Â	Â	Â	Â	Â	6,200 ⁽¹⁾	I		Michael Farrell C/F Michael Edward Farrell

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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock ⁽²⁾	\$ 8.63	Â	Â	Â	Â Â	11/18/2000	11/18/2009	Common Stock	3,413
Option to purchase Common Stock ⁽²⁾	\$ 7.94	Â	Â	Â	Â Â	11/29/2001	11/29/2010	Common Stock	22,500
Option to purchase Common Stock ⁽²⁾	\$ 17.97	Â	Â	Â	Â Â	08/04/2004	08/04/2013	Common Stock	200,000
Option to purchase	\$ 17.39	Â	Â	Â	Â Â	04/19/2005	04/19/2014	Common Stock	150,000

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

\$ 17.07 Â

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07/07/2006

07/07/2015

Common
Stock

150,000

Option to
purchase
Common
Stock (2)

\$ 11.72 Â

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02/13/2007

02/13/2016

Common
Stock

150,000

Option to
purchase
Common
Stock (2)

\$ 15.7 Â

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05/17/2008

05/17/2017

Common
Stock

150,000

Option to
purchase
Common
Stock (2)

\$ 16.46 Â

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05/08/2009

05/08/2018

Common
Stock

200,000

Option to
purchase
Common
Stock (2)

\$ 15.61 Â

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09/19/2009

09/19/2018

Common
Stock

200,000

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

Â X

Â

Â Pres., Chairman of Board & CEO Â

Signatures

/s/Michael AJ
Farrell

01/12/2009

__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 provided is insufficient, see Instruction 6 for procedure.

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