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ANNALY CAPITAL MANAGEMENT INC

Form 4 May 16, 2012

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Section 16. Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NORDBERG E WAYNE Issuer Symbol ANNALY CAPITAL (Check all applicable) MANAGEMENT INC [NLY] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title _ Other (specify (Month/Day/Year)

05/14/2012

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

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

NEW YORK, NY 10036

____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	spose	d of (D)	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	05/14/2012		M	1,250	A	\$ 14.17	43,250	D	
Common Stock							10,000	I	By Olivia Nordberg Trust
Common Stock							9,000	I	By Spouse

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	\$ 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)	\$ 14.17	05/14/2012		M		1,250	06/26/2007	06/26/2012	Common Stock	1,250
Option to purchase Common Stock (1)	\$ 16.46						05/08/2009	05/08/2018	Common Stock	20,000
Option to purchase Common Stock (1)	\$ 15.59						06/26/2008	06/26/2013	Common Stock	1,250
Option to purchase Common Stock (1)	\$ 15.61						09/19/2009	09/19/2018	Common Stock	20,000
Option to purchase Common Stock (1)	\$ 13.25						04/22/2010	04/22/2019	Common Stock	50,000

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Option to purchase Common Stock (1)	\$ 15.09	06/26/2009	06/26/2014	Common Stock	1,250
Option to purchase Common Stock (1)	\$ 17.24	06/28/2010	06/28/2015	Common Stock	1,250
Option to purchase Common Stock (1)	\$ 18.67	06/27/2011	06/27/2016	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 SUITE 2902 NEW YORK, NY 10036	X					

Signatures

/s/ E. Wayne
Nordberg

**Signature of Reporting Person

O5/15/2012

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. 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.

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