

FEDERAL AGRICULTURAL MORTGAGE CORP  
 Form 4  
 September 02, 2008

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 STENSON TOM D

2. Issuer Name and Ticker or Trading Symbol  
 FEDERAL AGRICULTURAL MORTGAGE CORP [AGM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1133 21ST STREET, N.W., SUITE 600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/28/2008

\_\_\_\_ Director  
 Officer (give title below) Executive Vice President & COO  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

WASHINGTON, DC 20036

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) | 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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |   |
| Class C Non-Voting Common Stock | 08/28/2008                           |  | M <sup>(1)</sup>               |   | 6,729   | A  | \$ 20.61 6,729  | D |
| Class C Non-Voting Common Stock | 08/28/2008                           |  | S <sup>(1)</sup>               |   | 6,729   | D  | \$ 29.3582 0  | D |
| Class C Non-Voting Common       | 08/29/2008                           |  | M <sup>(1)</sup>               |   | 700   | A  | \$ 20.61 700  | D |

Stock

Class C

Non-Voting Common Stock 08/29/2008 S<sup>(1)</sup> 700 D \$ 29.3729 0 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)

**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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 20.61   | 08/28/2008                           |  | M <sup>(1)</sup>               | 6,729  | <sup>(2)</sup> 06/16/2015                                | Class C Non-Voting Common Stock                               | 51,907                     |
| Employee Stock Option (right to buy)       | \$ 20.61   | 08/29/2008                           |  | M <sup>(1)</sup>               | 700  | <sup>(2)</sup> 06/16/2015                                | Class C Non-Voting Common Stock                               | 51,907                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| STENSON TOM D<br>1133 21ST STREET, N.W.<br>SUITE 600<br>WASHINGTON, DC 20036 |               |           | Executive Vice President & COO |       |

## Signatures

Jerome G. Oslick, as attorney-in-fact for Tom D.  
Stenson

09/02/2008

\_\_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).

- This report reflects (on Table I) (i) the acquisition of a total of 7,429 shares of Class C Non-Voting Common Stock through two partial exercises of a previously unexercised employee stock option acquired by the reporting person in June 2005 pursuant to former Rule
- (1) 16b-3; (ii) the sale of a total of 7,429 shares of Class C Stock in two separate transactions; and (on Table II) the partial closing of the June 2005 employee stock option. The exercises of the June 2005 employee stock option are exempt under Section 16(b) under Rule 16b-6 but are reported herein pursuant to Rule 16a-4.
  - (2) The option was exercisable commencing May 31, 2006 with respect to 17,302 shares, commencing May 31, 2007 with respect to 17,302 shares and commencing May 31, 2008 with respect to 17,303 shares.

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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