

Gerber Michael A
Form 4
November 14, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Gerber Michael A

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)
C/O FARMER MAC, 1999 K STREET NW, 4TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2012

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Former Executive Officer

WASHINGTON, DC 20006

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) or Price (A) | | |
| Class C Non-Voting Common Stock | 11/12/2012 | | M | | 15,000 (1) | A | \$ 5.93 41,002 D |
| Class C Non-Voting Common Stock | 11/12/2012 | | F | | 4,225 (1) | D | \$ 29.02 36,777 D |
| Class C Non-Voting Common | 11/12/2012 | | D | | 3,065 (1) | D | \$ 29.02 33,712 D |

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Stock

Class C

Non-Voting
Common
Stock

11/13/2012

S

7,710
(2)

D

\$
29.4632

26,002

D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title |
| | | | | | | Code | V (A) | (D) |
| Stock Appreciation Right | \$ 5.93 | 11/12/2012 | | M | 15,000 | 05/31/2010 ⁽³⁾ | 01/01/2013 | Class C Non-Voting Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gerber Michael A
C/O FARMER MAC
1999 K STREET NW, 4TH FLOOR
WASHINGTON, DC 20006

Former Executive Officer

Signatures

Stephen P. Mullery, as attorney-in-fact for Michael A. Gerber

11/14/2012

**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).

Mr. Gerber received 7,710 shares of the Federal Agricultural Mortgage Corporation's Class C Non-Voting Common Stock upon net share settlement of his exercise of 15,000 stock appreciation rights with a grant price of \$5.93 per share. That exercise entitled Mr. Gerber to receive 11,935 shares of the Corporation's Class C Non-Voting Common Stock, and 4,225 shares were retained by the Corporation to satisfy tax withholding requirements arising from the exercise. Each stock appreciation right represents the right to receive, upon exercise, the number of shares of the Corporation's Class C Non-Voting Common Stock equal to the excess of the fair market value of shares on the exercise date over the grant price.

- (1)
- (2) Transaction effected pursuant to a trading plan adopted by Mr. Gerber in accordance with Rule 10b5-1.
- (3) Stock appreciation right exercisable beginning May 31, 2010 with respect to 16,666 shares, beginning May 31, 2011 with respect to 16,667 shares and beginning May 31, 2012 with respect to 16,667 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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