

ANNALY CAPITAL MANAGEMENT INC  
 Form 4  
 April 24, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 NORDBERG E WAYNE

2. Issuer Name and Ticker or Trading Symbol  
 ANNALY CAPITAL MANAGEMENT INC [NLY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/22/2009

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

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

(Street)

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

NEW YORK, NY 10036

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    |                                      |  |                                | (A) or (D)  | 32,000  | D  |  |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 10,000  | I  | By Olivia Nordberg Trust                   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 10,000  | I  | By Hollow Brook Associates, LLC            |

|                 |  |  |  |  |       |   |                                     |
|-----------------|--|--|--|--|-------|---|-------------------------------------|
|                 |  |  |  |  |       |   | Deferred<br>Benefit<br>Pension Plan |
| Common<br>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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)     | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
|   |  |   |   | Code V (A) (D)                       |  | Date<br>Exercisable      Expiration<br>Date                    | Title   |                                     |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 17.21   |   |   |                                      |  | 06/28/2004    06/28/2009                                       | Common<br>Stock   | 1,250                               |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 17.45   |   |   |                                      |  | 05/27/2005    05/27/2009                                       | Common<br>Stock   | 5,000                               |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 18.26   |   |   |                                      |  | 06/27/2005    06/27/2010                                       | Common<br>Stock   | 1,250                               |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 17.07   |   |   |                                      |  | 07/07/2006    07/07/2015                                       | Common<br>Stock   | 15,000                              |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 11.72   |   |   |                                      |  | 02/13/2007    02/13/2016                                       | Common<br>Stock   | 15,000                              |
|   | \$ 12.15   |   |   |                                      |  | 06/26/2006    06/26/2011                                       |   | 1,250                               |

|  |          |            |   |        |            |            |  |              |        |
|--|----------|------------|---|--------|------------|------------|--|--------------|--------|
| Option to purchase Common Stock                |          |            |   |        |            |            |  | Common Stock |        |
| Option to purchase Common Stock                | \$ 14.17 |            |   |        | 06/26/2007 | 06/26/2012 |  | Common Stock | 1,250  |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 16.46 |            |   |        | 05/08/2009 | 05/08/2018 |  | Common Stock | 20,000 |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.59 |            |   |        | 06/26/2008 | 06/26/2013 |  | Common Stock | 1,250  |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.61 |            |   |        | 09/19/2009 | 09/19/2018 |  | Common Stock | 20,000 |
| Option to purchase Common Stock <sup>(2)</sup> | \$ 13.25 | 04/22/2009 | A | 50,000 | 04/22/2010 | 04/22/2019 |  | Common Stock | 50,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NORDBERG E WAYNE<br>C/O ANNALY CAPITAL MANAGEMENT, INC.<br>1211 AVENUE OF THE AMERICAS SUITE 2902<br>NEW YORK, NY 10036 | X             |           |         |       |

## Signatures

/s/ E. Wayne  
Nordberg

04/23/2009

\*\*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) Options previously granted.

(2) Options vest in four equal installments commencing 04/22/2010.

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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