

ANNALY CAPITAL MANAGEMENT INC  
 Form 4  
 March 10, 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

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**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 \*  
 LAMBIASE JOHN

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)  
 03/10/2008

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

C/O ANNALY MORTGAGEMANAGEMENT, 1211 AVE OF AMERICAS STE. 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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price	
Class A Preferred Stock					11,000		D
Common Stock	03/10/2008		M	1,375	\$ 8.13	47,375	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)

number.

**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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock <sup>(1)</sup>	\$ 18.26					06/27/2005	06/27/2010	Common Stock	1,250
Option to purchase Common Stock <sup>(1)</sup>	\$ 8.13	03/10/2008		M	1,375	07/31/2009	07/31/2008	Common Stock	1,375
Option to purchase Common Stock <sup>(1)</sup>	\$ 8.63					11/18/2000	11/18/2009	Common Stock	10,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 7.94					11/29/2001	11/29/2010	Common Stock	2,437
Option to purchase Common Stock <sup>(1)</sup>	\$ 20.7					06/26/2003	06/26/2008	Common Stock	1,250
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.97					08/08/2004	08/08/2013	Common Stock	15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.39					04/20/2005	04/20/2014	Common Stock	15,000
Option to purchase Common Stock	\$ 17.21					06/28/2004	06/28/2009	Common Stock	1,250

Stock <sup>(1)</sup>					
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.07	07/07/2006	07/07/2015	Common Stock	15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 11.72	02/13/2007	02/13/2016	Common Stock	15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 12.15	06/26/2006	06/26/2011	Common Stock	1,250
Option to purchase Common Stock <sup>(1)</sup>	\$ 14.17	06/26/2007	06/26/2012	Common Stock	1,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBIASE JOHN C/O ANNALY MORTGAGEMANAGEMENT 1211 AVE OF AMERICAS STE. 2902 NEW YORK, NY 10036	X			

## Signatures

/s/ John Lambiase                      03/10/2008

           \*\*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).

(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.