

ANNALY CAPITAL MANAGEMENT INC  
 Form 4  
 September 23, 2008

**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 \*  
 FARRELL MICHAEL A J

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Pres., Chairman of Board & CEO

(Last) (First) (Middle)  
 C/O ANNALY CAPITAL MANAGEMENT, INC., 1211 AVENUE OF THE AMERICAS, STE 2902

3. Date of Earliest Transaction (Month/Day/Year)  
 09/19/2008

(Street)  
 NEW YORK, NY 10036

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 Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                    |
| Common Stock                    |                                      |  |                                |   | 2,021,454   | D  |                                    |
| Class A Preferred Stock         |                                      |  |                                |   | 1,500   | D  |                                    |
| Class A Preferred Stock         |                                      |  |                                |   | 2,000 <sup>(1)</sup>  | I  | Michael Farrell C/F Taylor Carolyn |

|                         |                  |   |   |
|-------------------------|------------------|---|---|
| Class A Preferred Stock | 6,000 <u>(1)</u> | I | Farrell<br>Michael Farrell C/F<br>Caitlin Farrell |
| Class A Preferred Stock | 6,200 <u>(1)</u> | I | Michael Farrell C/F<br>Michael Edward Farrell     |

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

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(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 Securities (Instr. 3 and 4) |                 |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount Number Shares |
| Option to Purchase Common Stock <u>(2)</u> | \$ 8.63  |                                      |  |                                |   |  |     | 11/18/2000  | 11/18/2009      | Common Stock | 3,413                |
| Option to Purchase Common Stock <u>(2)</u> | \$ 7.94  |                                      |  |                                |   |  |     | 11/29/2001  | 11/29/2010      | Common Stock | 22,500               |
| Option to Purchase Common Stock <u>(2)</u> | \$ 17.97   |                                      |  |                                |   |  |     | 08/04/2004  | 08/04/2013      | Common Stock | 200,000              |
| Option to Purchase Common Stock <u>(2)</u> | \$ 17.39   |                                      |  |                                |   |  |     | 04/19/2005  | 04/19/2014      | Common Stock | 150,000              |
| Option to Purchase                         | \$ 17.07   |                                      |  |                                |   |  |     | 07/07/2006  | 07/07/2015      | Common Stock | 150,000              |

|  |          |            |   |         |  |            |            |              |         |
|--|----------|------------|---|---------|--|------------|------------|--------------|---------|
| Common Stock <sup>(2)</sup>                    |          |            |   |         |  |            |            |              |         |
| Option to Purchase Common Stock <sup>(2)</sup> | \$ 11.72 |            |   |         |  | 02/13/2007 | 02/13/2016 | Common Stock | 150,000 |
| Option to Purchase Common Stock <sup>(2)</sup> | \$ 15.7  |            |   |         |  | 05/17/2008 | 05/17/2017 | Common Stock | 150,000 |
| Option to Purchase Common Stock <sup>(2)</sup> | \$ 16.46 |            |   |         |  | 05/08/2009 | 05/08/2018 | Common Stock | 200,000 |
| Option to Purchase Common Stock <sup>(3)</sup> | \$ 15.61 | 09/19/2008 | A | 200,000 |  | 09/19/2009 | 09/19/2018 | Common Stock | 200,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| FARRELL MICHAEL A J<br>C/O ANNALY CAPITAL MANAGEMENT, INC.<br>1211 AVENUE OF THE AMERICAS, STE 2902<br>NEW YORK, NY 10036 | X             |           | Pres., Chairman of Board & CEO |       |

## Signatures

/s/ Michael AJ  
Farrell

09/23/2008

\*\*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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
  - (2) Options previously granted.
  - (3) Options vest in four equal annual installments commencing on 09/19/2009.

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.