

ANNALY CAPITAL MANAGEMENT INC

Form 5

January 20, 2012

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**Check this box if  
no longer subject  
to Section 16.Form 4 or Form  
5 obligations  
may continue.See Instruction  
1(b).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
NORDBERG E WAYNE

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
SymbolANNALY CAPITAL  
MANAGEMENT INC [NLY]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20115. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person**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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price |  |  |   |
| Common Stock                    | 12/31/2011                           | 12/31/2011   | A                              | 42,000  | A          |       | D  |  |   |
| Common Stock                    | 12/31/2011                           | 12/31/2011   | A                              | 10,000  | A          |       | I  |  | By Olivia Nordberg Trust                              |
|                                 | 12/31/2011                           | 12/31/2011   | A                              | 9,000   | A          |       | I  |  | By Spouse   |

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Common  
Stock

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

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SEC 2270  
(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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, 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) |                                     |
|---|---|---|---|---|---|-----|--|--------------------|---|-------------------------------------|
|   |   |   |   |   | (A)   | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 17.07  | Â                                       | Â   | Â                                       | Â   | Â   | 07/07/2006   | 07/07/2015         | Common<br>Stock   | 15,000                              |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 11.72  | Â                                       | Â   | Â                                       | Â   | Â   | 02/13/2007   | 02/13/2016         | Common<br>Stock   | 15,000                              |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 14.17  | Â                                       | Â   | Â                                       | Â   | Â   | 06/26/2007   | 06/26/2012         | Common<br>Stock   | 1,250                               |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 16.46  | Â                                       | Â   | Â                                       | Â   | Â   | 05/08/2009   | 05/08/2018         | Common<br>Stock   | 20,000                              |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 15.59  | Â                                       | Â   | Â                                       | Â   | Â   | 06/26/2008   | 06/26/2013         | Common<br>Stock   | 1,250                               |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 15.61  | Â                                       | Â   | Â                                       | Â   | Â   | 09/19/2009   | 09/19/2018         | Common<br>Stock   | 20,000                              |

|  |          |   |   |   |   |   |            |            |              |        |
|--|----------|---|---|---|---|---|------------|------------|--------------|--------|
| Option to purchase Common Stock <sup>(1)</sup> | \$ 13.25 | Â | Â | Â | Â | Â | 04/22/2010 | 04/22/2019 | Common Stock | 50,000 |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.09 | Â | Â | Â | Â | Â | 06/26/2009 | 06/26/2014 | Common Stock | 1,250  |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.24 | Â | Â | Â | Â | Â | 06/28/2010 | 06/28/2015 | Common Stock | 1,250  |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 18.67 | Â | Â | Â | Â | Â | 06/27/2011 | 06/27/2016 | Common Stock | 1,250  |

## 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 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ E. Wayne Nordberg 01/20/2012

<sup>\*\*</sup>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 provided 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.