

LAMBIASE JOHN  
Form 4  
June 28, 2012

**FORM 4**

**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).

**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: 3235-0287  
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response... 0.5

(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)  
06/26/2012

☒ 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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	58,062	D	
Class A Preferred Stock				(A) or (D)	11,000	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**

SEC 1474  
(9-02)

**displays a currently valid OMB control 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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 <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>	\$ 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	\$ 13.25							04/22/2010	04/22/2019	Common Stock	50,000

Common  
Stock <sup>(1)</sup>Option to  
purchase  
Common  
Stock <sup>(1)</sup>

\$ 15.09

06/26/2009 06/26/2014

Common  
Stock

1,250

Option to  
purchase  
Common  
Stock <sup>(1)</sup>

\$ 17.24

06/28/2010 06/28/2015

Common  
Stock

1,250

Option to  
purchase  
Common  
Stock <sup>(1)</sup>

\$ 18.67

06/27/2011 06/27/2016

Common  
Stock

1,250

Option to  
purchase  
Common  
Stock <sup>(2)</sup>

\$ 17.11

06/26/2012

A

1,250

06/26/2012 06/26/2017

Common  
Stock

1,250

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

LAMBIASE JOHN  
C/O: ANNALY CAPITAL MANAGEMENT, INC.  
1211 AVENUE OF THE AMERICAS, SUITE 2902  
NEW YORK, NY 10036

X

## Signatures

/s/ John  
Lambiase

06/27/2012

          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).

(1) Options previously granted.

(2) Options vested on 6/26/12.

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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