

SEGALAS DONNELL

Form 4

November 13, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SEGALAS DONNELL

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)
11/10/2017

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

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

(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	11/10/2017		P	8,800 A \$ 11.34	102,450	D	
Common Stock	11/10/2017		P	3,000 A \$ 11.34	3,000 ⁽¹⁾	I	See note ⁽¹⁾
Common Stock	11/10/2017		P	450 A \$ 11.315	450 ⁽²⁾	I	See note ⁽²⁾
Common Stock	11/10/2017		P	450 A \$ 11.3264	450 ⁽²⁾	I	See note ⁽²⁾
	11/10/2017		P	500 A \$ 11.325	500 ⁽³⁾	D ⁽³⁾	

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Common
Stock

Common Stock 11/10/2017 P 500 A \$ 11.315 500 ⁽³⁾ D ⁽³⁾

Common Stock 2,100 ⁽⁴⁾ I See note ⁽⁴⁾

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)		8. Price of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to purchase Common Stock ⁽⁵⁾	\$ 16.46					⁽⁵⁾	05/08/2018	Common Stock	20,000	
Option to purchase Common Stock ⁽⁵⁾	\$ 15.61					⁽⁵⁾	09/19/2018	Common Stock	20,000	
Option to purchase Common Stock ⁽⁵⁾	\$ 13.25					⁽⁵⁾	04/22/2019	Common Stock	37,500	
Deferred Stock Units	⁽⁶⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	70,689	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEGALAS DONNELL C/O ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036		X		

Signatures

/s/ Anthony C. Green, as Attorney-in-Fact for Donnell
Segalas

11/13/2017

__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).

Represents shares of Common Stock held by The Hercules Segalas Irrevocable Trust (the "Segalas Trust") for the benefit of an immediate family member of the reporting person. The reporting person is sole trustee of the Segalas Trust. The reporting person disclaims beneficial ownership of shares of Common Stock held by the Segalas Trust.

(1) Represents shares of Common Stock held by daughter. The reporting person disclaims beneficial ownership of these shares.

(2) Represents shares of Common Stock held jointly with daughter.

Represents shares of Common Stock held by The Katherine Lacy Segalas Devlin Irrevocable Trust (the "Devlin Trust") for the benefit of an immediate family member of the reporting person. The reporting person is co-trustee of the Devlin Trust. The reporting person disclaims beneficial ownership of shares of Common Stock held by the Devlin Trust.

(4) Options previously granted. All options are currently vested.

The Deferred Stock Units ("DSUs") convert to shares of Common Stock on a one-for-one basis one year after the date of grant unless the reporting person elects to defer the settlement of the DSUs until after a termination of service pursuant to the Annaly Capital Management, Inc. 2010 Equity Incentive Plan. The reporting person has elected such deferred settlement for all DSUs reported above.

(6) Reflects the aggregate amount of DSUs granted during the reporting person's tenure net of any conversions, including 12,523 DSUs acquired pursuant to dividend reinvestment for which no additional price was paid.

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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