

GREEN JONATHAN D  
Form 5  
January 05, 2018

**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: 3235-0362  
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2005  
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response... 1.0

1. Name and Address of Reporting Person \*  
GREEN JONATHAN D

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

ANNALY CAPITAL  
MANAGEMENT INC [NLY]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2017

4. If Amendment, Date Original  
Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/31/2017                              |                                                             |                                         | 45,750                                                                     | 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 displays a currently valid OMB control number.**

SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 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) | 8.<br>Amount<br>or<br>Number<br>of Shares |
|---------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
|                                                         |                                                                       |                                         |                                                             |                                         | (A) (D)                                                                                                               | Date<br>Exercisable<br>Expiration<br>Date                      | Title                                                               |                                           |
| 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> | \$ 15.61                                                              | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | 09/19/2009 09/19/2018                                          | Common<br>Stock                                                     | 20,000                                    |
| Option to<br>purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 13.25                                                              | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | 04/22/2010 04/22/2019                                          | Common<br>Stock                                                     | 50,000                                    |
| Deferred<br>Stock<br>Units                              | Â                                                                     | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | Â <sup>(2)</sup> Â <sup>(2)</sup>                              | Common<br>Stock                                                     | 76,839<br><sup>(3)</sup>                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships                    |
|--------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                              | Director 10% Owner Officer Other |
| GREEN JONATHAN D<br>C/O ANNALY CAPITAL MANAGEMENT, INC.<br>1211 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 | Â X Â Â Â                        |

## Signatures

/s/ Anthony C. Green, as Attorney-in-Fact for Jonathan D.  
Green 01/05/2018

<sup>(1)</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).

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- (1) 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

- (2) director 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.

- (3) Reflects the aggregate amount of Deferred Stock Units granted during the tenure of the respective director net of any conversions, including 18,673 DSUs acquired pursuant to dividend reinvestments for which no additional price was paid.

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.