

Gerber Michael A
Form 4
November 29, 2012

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 *
Gerber Michael A

2. Issuer Name and Ticker or Trading Symbol
FEDERAL AGRICULTURAL MORTGAGE CORP [AGM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Former Executive Officer

(Last) (First) (Middle)
C/O FARMER MAC, 1999 K STREET NW, 4TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2012

WASHINGTON, DC 20006
(City) (State) (Zip)

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

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)
			Code	V	Amount or Price		
Class C Non-Voting Common Stock	11/27/2012		M		35,000 (1) A \$ 5.93 42,798	D	
Class C Non-Voting Common Stock	11/27/2012		M		83,333 (1) A \$ 12.2 126,131	D	
Class C Non-Voting Common Stock	11/27/2012		M		20,000 (1) A \$ 18.77 146,131	D	

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Stock

Class C

Non-Voting Common Stock	11/27/2012	F	<u>39,916</u> (1)	D	\$ 34.5	106,215	D
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Class C

Non-Voting Common Stock	11/27/2012	D	<u>46,364</u> (1)	D	\$ 34.5	59,851	D
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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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
						Code	V (A)	(D)
Stock Appreciation Right	\$ 5.93	11/27/2012		M	35,000	05/31/2010 ⁽²⁾	01/01/2013	Class C Non-Voting Common Stock
Stock Appreciation Right	\$ 83,333	11/27/2012		M	83,333	03/31/2011 ⁽³⁾	01/01/2013	Class C Non-Voting Common Stock
Stock Appreciation Right	\$ 18.77	11/27/2012		M	20,000	03/31/2012 ⁽⁴⁾	01/01/2013	Class C Non-Voting Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Gerber Michael A
C/O FARMER MAC
1999 K STREET NW, 4TH FLOOR
WASHINGTON, DC 20006

Former Executive Officer

Signatures

Stephen P. Mullery, as attorney-in-fact for Michael A.
Gerber

11/29/2012

__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).

Mr. Gerber received 52,053 shares of the Federal Agricultural Mortgage Corporation's Class C Non-Voting Common Stock upon net share settlement of his exercise of: 35,000 stock appreciation rights with a grant price of \$5.93 per share; 83,333 stock appreciation rights with a grant price of \$12.20; 20,000 stock appreciation rights with a grant price of \$18.77 per share. That exercise entitled Mr. Gerber to

- (1) receive 91,969 shares of the Corporation's Class C Non-Voting Common Stock, and 39,916 shares were retained by the Corporation to satisfy tax withholding requirements arising from the exercise. Each stock appreciation right represents the right to receive, upon exercise, the number of shares of the Corporation's Class C Non-Voting Common Stock equal to the excess of the fair market value of shares on the exercise date over the grant price.
- (2) Stock appreciation right exercisable beginning May 31, 2010 with respect to 16,666 shares, beginning May 31, 2011 with respect to 16,667 shares and beginning May 31, 2012 with respect to 16,667 shares.
- (3) Exercisable beginning March 31, 2011 with respect to 41,666 shares and beginning March 31, 2012 with respect to 41,667 shares. 41,667 unvested stock appreciation rights were cancelled upon the termination of Mr. Gerber's employment on October 3, 2012.
- (4) 40,000 unvested stock appreciation rights were forfeited upon the termination of Mr. Gerber's employment on October 3, 2012.

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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