

ANNALY CAPITAL MANAGEMENT INC  
 Form 4  
 April 24, 2009

**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 \*  
 NORDBERG E WAYNE

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)  
 04/22/2009

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	Amount		
				Code	V		
							Price
Common Stock					32,000	D	
Common Stock					10,000	I	By Olivia Nordberg Trust
Common Stock					10,000	I	By Hollow Brook Associates, LLC

						Deferred Benefit Pension Plan
Common Stock				9,000	I	By Spouse

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable      Expiration Date	Title	
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.21					06/28/2004    06/28/2009	Common Stock	1,250
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.45					05/27/2005    05/27/2009	Common Stock	5,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 18.26					06/27/2005    06/27/2010	Common Stock	1,250
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
	\$ 12.15					06/26/2006    06/26/2011		1,250

Option to purchase Common Stock								Common Stock	
Option to purchase Common Stock	\$ 14.17				06/26/2007	06/26/2012		Common Stock	1,250
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 Common Stock <sup>(2)</sup>	\$ 13.25	04/22/2009	A	50,000	04/22/2010	04/22/2019		Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDBERG E WAYNE C/O ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS SUITE 2902 NEW YORK, NY 10036	X			

## Signatures

/s/ E. Wayne  
Nordberg

04/23/2009

\*\*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 vest in four equal installments commencing 04/22/2010.

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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