

FEDERAL AGRICULTURAL MORTGAGE CORP
 Form 4
 June 06, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 DAILEY FREDERICK L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 13126 MILLER ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/05/2008

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

MT. VERNON, OH 43050

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Class C Non-Voting Common Stock | 06/05/2008 | | M ⁽¹⁾ | 4,000 A \$ 22.4 | 4,000 | D | |
| Class C Non-Voting Common Stock | 06/05/2008 | | S ⁽¹⁾⁽²⁾ | 4,000 D \$ 27.8815 | 0 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|---------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 22.4 | 06/05/2008 | | M ⁽¹⁾ | | 4,000 | | 05/31/2005 | 06/05/2008 | Class C Non-Voting Common Stock |
| Stock Appreciation Right | \$ 28.94 | 06/05/2008 | | A | | 6,000 | | 05/31/2009 | 06/05/2018 | Class C Non-Voting Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAILEY FREDERICK L 13126 MILLER ROAD MT. VERNON, OH 43050 | | X | | |

Signatures

/s/ Stephen P. Mullery, as attorney-in-fact for Fred L. Dailey 06/06/2008

**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) This report reflects (on Table I) (i) the acquisition of 4,000 shares of Class C Non-Voting Common Stock through the exercise of a previously partially exercised employee stock option acquired by the reporting person in June 2003 and (ii) the sale of 4,000 shares of Class C Stock; and (on Table II) (i) the closing of the June 2003 employee stock option and (ii) the acquisition of a stock appreciation right on June 5, 2008.
- (2) Transaction pursuant to plan under Rule 10b5-1.

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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