

ANNALY CAPITAL MANAGEMENT INC
 Form 4
 May 27, 2014

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 *
 GREEN JONATHAN D

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)
 C/O ANNALY CAPITAL MANAGEMENT, INC., 1211 AVENUE OF THE AMERICAS, SUITE 2902

3. Date of Earliest Transaction (Month/Day/Year)
 05/22/2014

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

(Street)
 NEW YORK, NY 10036

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

(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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	45,750	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to purchase Common Stock ⁽¹⁾	\$ 17.07					07/07/2006 07/07/2015	Common Stock 15,000
Option to purchase Common Stock ⁽¹⁾	\$ 11.72					02/13/2007 02/13/2016	Common Stock 15,000
Option to purchase Common Stock ⁽¹⁾	\$ 16.46					05/08/2009 05/08/2018	Common Stock 20,000
Option to purchase Common Stock ⁽¹⁾	\$ 15.61					09/19/2009 09/19/2018	Common Stock 20,000
Option to purchase Common Stock ⁽¹⁾	\$ 13.25					04/22/2010 04/22/2019	Common Stock 50,000
Option to purchase Common Stock ⁽¹⁾	\$ 15.09					06/26/2009 06/26/2014	Common Stock 1,250
Option to purchase Common Stock ⁽¹⁾	\$ 17.24					06/28/2010 06/28/2015	Common Stock 1,250
Option to purchase Common Stock ⁽¹⁾	\$ 18.67					06/27/2011 06/27/2016	Common Stock 1,250
	\$ 17.11					06/26/2012 06/26/2017	1,250

Option to purchase Common Stock <u>(1)</u>							Common Stock	
Deferred Stock Units <u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	10,512
Deferred Stock Units <u>(3)</u>	05/22/2014		A	11,539	<u>(3)</u>	<u>(3)</u>	Common Stock	11,539

Reporting Owners

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

Signatures

/s/ Jonathan Green
05/22/2014

**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.

The Deferred Stock Units convert to shares of Common Stock on a one-for-one basis following a termination of service as described in

(2) Annaly Capital Management, Inc. 2010 Equity Incentive Plan. Includes Deferred Stock Units issued as a result of dividends reinvested as additional Deferred Stock Units pursuant to the Annaly Capital Management, Inc. 2010 Equity Incentive Plan.

(3) The Deferred Stock Units convert to shares of Common Stock on a one-for-one basis following a termination of service as described in Annaly Capital Management, Inc. 2010 Equity Incentive Plan

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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