

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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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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ANNALY CAPITAL MANAGEMENT INC [NLY]

3. Date of Earliest Transaction (Month/Day/Year)
 04/22/2009

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 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 Indirect Ownership (Instr. 4)
Common Stock				(A) or (D)	32,000	D	
Common Stock				(A) or (D)	10,000	I	By Olivia Nordberg Trust
Common Stock				(A) or (D)	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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock ⁽¹⁾	\$ 17.21					06/28/2004	06/28/2009	Common Stock	1,250		
Option to purchase Common Stock ⁽¹⁾	\$ 17.45					05/27/2005	05/27/2009	Common Stock	5,000		
Option to purchase Common Stock ⁽¹⁾	\$ 18.26					06/27/2005	06/27/2010	Common Stock	1,250		
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		
	\$ 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 ⁽¹⁾	\$ 16.46				05/08/2009	05/08/2018		Common Stock	20,000
Option to purchase Common Stock ⁽¹⁾	\$ 15.59				06/26/2008	06/26/2013		Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 15.61				09/19/2009	09/19/2018		Common Stock	20,000
Option to purchase Common Stock ⁽²⁾	\$ 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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