

Kazel Ronald Daniel  
 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 \*  
 Kazel Ronald Daniel

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)  
 Managing Director

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |   |
| Common Stock                    |                                      |  |                                |   | 60,691  | D  |   |
| Common Stock                    |                                      |  |                                |   | 724   | I  | By Wife   |
| Common Stock                    |                                      |  |                                |   | 2,833   | I  | By 401(K) plan  |
| Class A Preferred               |                                      |  |                                |   | 4,400   | I  | By 401(K) plan  |

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Stock

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 Number Shares |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.97   |                                      |  |                                |   |  |     | 08/04/2004  | 08/04/2013      | Common Stock | 15,000               |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.39   |                                      |  |                                |   |  |     | 04/19/2005  | 04/19/2014      | Common Stock | 18,250               |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.07   |                                      |  |                                |   |  |     | 07/07/2006  | 07/07/2015      | Common Stock | 30,000               |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 11.72   |                                      |  |                                |   |  |     | 02/13/2007  | 02/13/2016      | Common Stock | 9,562                |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.7  |                                      |  |                                |   |  |     | 05/17/2008  | 05/17/2017      | Common Stock | 40,000               |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 16.46   |                                      |  |                                |   |  |     | 05/08/2009  | 05/08/2018      | Common Stock | 53,000               |
| Option to purchase Common Stock                | \$ 15.61   |                                      |  |                                |   |  |     | 09/19/2019  | 09/19/2018      | Common Stock | 53,000               |

Stock <sup>(1)</sup>

Option to  
purchase  
Common  
Stock <sup>(2)</sup>

|          |            |   |         |            |            |                 |         |
|----------|------------|---|---------|------------|------------|-----------------|---------|
| \$ 13.25 | 04/22/2009 | A | 150,000 | 04/22/2010 | 04/22/2019 | Common<br>Stock | 150,000 |
|----------|------------|---|---------|------------|------------|-----------------|---------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Kazel Ronald Daniel<br>C/O: ANNALY CAPITAL MANAGEMENT, INC.<br>1211 AVENUE OF THE AMERICAS, SUITE 2902<br>NEW YORK, NY 10036 |               |           | Managing Director |       |

## Signatures

/s/ Ronald D.  
Kazel

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 annual installments commencing on 04/22/2010.

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