

ANNALY CAPITAL MANAGEMENT INC
 Form 4
 May 08, 2007

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 *
LAMBIASE JOHN

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., 12 EAST 41ST STREET, SUITE 700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2007

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

NEW YORK, NY 10017
 (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Preferred Stock	05/07/2007		P	1,000	\$ 25.43	D	
Common Stock						D	46,000

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

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SEC 1474 (9-02)

number.

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)	8. Pr Deri Secu (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock ⁽¹⁾	\$ 18.26					06/27/2005	06/27/2010	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 8.13					07/31/2009	07/31/2008	Common Stock	1,375
Option to purchase Common Stock ⁽¹⁾	\$ 8.63					11/18/2000	11/18/2009	Common Stock	10,000
Option to purchase Common Stock ⁽¹⁾	\$ 7.94					11/29/2001	11/29/2010	Common Stock	2,437
Option to purchase Common Stock ⁽¹⁾	\$ 20.35					06/26/2002	06/26/2007	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 20.7					06/26/2003	06/26/2008	Common Stock	1,250
Option to purchase Common Stock ⁽¹⁾	\$ 17.97					08/08/2004	08/08/2013	Common Stock	15,000
	\$ 17.39					04/20/2005	04/20/2014		15,000

Option to purchase Common Stock <u>(1)</u>				Common Stock	
Option to purchase Common Stock <u>(1)</u>	\$ 17.21	06/28/2004	06/28/2009	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 17.07	07/07/2006	07/07/2015	Common Stock	15,000
Option to purchase Common Stock <u>(1)</u>	\$ 11.72	02/13/2007	02/13/2016	Common Stock	15,000
Option to purchase Common Stock <u>(1)</u>	\$ 12.15	06/26/2006	02/26/2011	Common Stock	1,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBIASE JOHN C/O: ANNALY CAPITAL MANAGEMENT, INC. 12 EAST 41ST STREET, SUITE 700 NEW YORK, NY 10017	X			

Signatures

/s/ John
Lambiase

05/08/2007

**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.

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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