

ANNALY CAPITAL MANAGEMENT INC
 Form 4
 September 23, 2008

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 *
 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)
 09/19/2008

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) | 52,000 | 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 |

| | | | |
|--------------|-------|---|--|
| Common Stock | 9,000 | I | Deferred Benefit Pension Plan 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| 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 <u>(1)</u> | | | | | | | | Common Stock | |
| Option to purchase Common Stock <u>(1)</u> | \$ 14.17 | | | | | 06/26/2007 | 06/26/2012 | Common Stock | 1,250 |
| Option to purchase Common Stock <u>(1)</u> | \$ 16.46 | | | | | 05/08/2009 | 05/08/2018 | Common Stock | 20,000 |
| Option to purchase Common Stock <u>(1)</u> | \$ 15.59 | | | | | 06/26/2008 | 06/26/2013 | Common Stock | 1,250 |
| Option to purchase Common Stock <u>(2)</u> | \$ 15.61 | 09/19/2008 | A | 20,000 | | 09/19/2009 | 09/19/2019 | Common Stock | 20,000 |

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

09/23/2008

**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) Options previously granted.
- (2) Options vest in four equal annual installments commencing on 09/19/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.