

DENAHAN WELLINGTON  
 Form 4  
 May 13, 2013

**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 \*  
 DENAHAN WELLINGTON

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)  
 05/09/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of Board & CEO

C/O: ANNALY MORTGAGE  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                             |
| Common Stock                    | 05/09/2013                           |                                                    | M                              |                                                                   | 100,000                                                                                       | A                                                        | \$ 13.25                          |
|                                 |                                      |                                                    |                                |                                                                   | 1,013,263                                                                                     | 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 Number Shares                                    |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.97                                               |                                      |                                                    |                                |                                                                                         | 08/04/2004 08/04/2013                                    | Common Stock 150,000                                          |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.39                                               |                                      |                                                    |                                |                                                                                         | 04/19/2005 04/19/2014                                    | Common Stock 150,000                                          |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.07                                               |                                      |                                                    |                                |                                                                                         | 07/07/2006 07/07/2015                                    | Common Stock 150,000                                          |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.7                                                |                                      |                                                    |                                |                                                                                         | 05/17/2008 05/17/2017                                    | Common Stock 150,000                                          |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 16.46                                               |                                      |                                                    |                                |                                                                                         | 05/08/2009 05/08/2018                                    | Common Stock 200,000                                          |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.61                                               |                                      |                                                    |                                |                                                                                         | 09/19/2009 09/19/2018                                    | Common Stock 200,000                                          |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 13.25                                               | 05/09/2013                           |                                                    | M                              | 100,000                                                                                 | 04/22/2010 04/22/2019                                    | Common Stock 100,000                                          |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

|          |           |                         |       |
|----------|-----------|-------------------------|-------|
| Director | 10% Owner | Officer                 | Other |
| X        |           | Chairman of Board & CEO |       |

DENAHAN WELLINGTON  
C/O: ANNALY MORTGAGE MANAGEMENT INC  
1211 AVENUE OF THE AMERICAS, SUITE 2902  
NEW YORK, NY 10036

## Signatures

/s/ Wellington  
Denahan

05/10/2013

\_\_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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