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ANNALY MORTGAGE MANAGEMENT INC  
Form 8-A12B  
April 01, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

ANNALY MORTGAGE MANAGEMENT, INC.

-----  
(Exact name of registrant as specified in its charter)

Maryland  
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22-3479661  
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(State of incorporation or organization)

(I.R.S. Employer Identification No.)

1211 Avenue of the Americas, Suite 2902, New York, New York  
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10036  
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(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities to be registered pursuant to Section 12 (b) of the Act:

Title of Each Class to be so Registered:

Name of Each Exchange on which  
Each Class is to be Registered:

7.875% Series A Cumulative Redeemable  
Preferred Stock, Par Value \$0.01 Per Share.  
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New York Stock Exchange.  
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Securities Act registration statement file number  
to which this form relates:

333-105987.  
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Securities to be registered pursuant to Section 12 (g) of the Act: None.  
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INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The information required by this Item 1 is set forth under the caption "Description of the Series A Preferred Stock" in the Registrant's prospectus supplement dated March 31, 2004, to the prospectus, dated June 25, 2003,

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included as part of the Registration Statement on Form S-3 (File No. 333-105987), of the Registrant, filed with the Securities and Exchange Commission on June 10, 2003. The prospectus supplement is hereby incorporated by reference into this registration statement.

### ITEM 2. EXHIBITS.

The exhibits to this registration statement are listed in the Exhibit Index, which appears after the signature page and is incorporated herein by reference.

### SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ANNALY MORTGAGE MANAGEMENT, INC.

By: /s/ Michael A.J. Farrell

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Michael A.J. Farrell  
Chairman of the Board, Chief Executive  
Officer and President

Date: March 31, 2004

### EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
| 3.1            | Articles of Amendment and Restatement of the Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to our Registration Statement on Form S-11 (Registration No. 333-32913) filed with the Securities and Exchange Commission on August 5, 1997). |
| 3.2            | Articles of Amendment of the Articles of Incorporation of the Registrant (incorporated to Exhibit 3.1 of the Registrant's Registration Statement on Form S-3 (Registration Statement 333-74618) filed with the Securities and Exchange Commission on June 12, 2002).             |
| 3.3            | Form of Articles Supplementary designating the Company's 7.875% Series A Cumulative Redeemable Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share.  |
| 4.1            | Specimen certificate representing the 7.875% Series A Cumulative Redeemable Preferred Stock.   |