Filing: FEDE	RAL NATIONA	LMORI	GAGE A	SSC	CIAT	ION FANNIE I	MAE - Form	า 4		
	TGAGE ASSOC	IATION	FANNIE	MAI	Ξ					
February 17, 2006 FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION						OMMISSION	OMB APPROVAL			
		Washington, D.C. 20549					OMB Number:	3235-0287		
Section 16. SECURITIES Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 19						e Act of 1934, 1935 or Section	Expires: January 31, 2005 Estimated average burden hours per response 0.5			
nses)										
1. Name and Address of Reporting Person <u>*</u> Wilkinson Beth			2. Issuer Name and Ticker or Trading Symbol FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE [FNM]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2006				below)	cer (give title Other (specify below) EVP and General Counsel			
```			-			Applicable Line) _X_ Form filed by C	One Reporting Pe	erson		
(State) (Z	Zip) Table	e I - Non-Do	erivative Se	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned		
	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	on(A) or Dis (D)	posed	of	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	IONAL MOR G UNITED S STATEMI Filed pursu Section 17(a) unses) ss of Reporting Pa (First) (Mi SIN AVENUE (Street) I, DC 20016 (State) (2	IONAL MORTGAGE ASSOC UNITED STATES SECUR Was STATEMENT OF CHANG Filed pursuant to Section 16 Section 17(a) of the Public Ut 30(h) of the Inv onses) ss of Reporting Person 2. Issuer Symbol FEDERA MORTO FANNIH (First) (Middle) 3. Date of (Month/Da SIN AVENUE NW 02/16/20 (Street) 4. If Amer Filed(Mon N, DC 20016 (State) (Zip) Table fany	IONAL MORTGAGE ASSOCIATION IONAL MORTGAGE ASSOCIATION IONAL MORTGAGE ASSOCIATION IONAL MORTGAGE ASSOCIATION IONAL MORTGAGE AS IONAL MORTGAGES IN I STATEMENT OF CHANGES IN I SECUR Filed pursuant to Section 16(a) of the Section 17(a) of the Public Utility Hold 30(h) of the Investment of Section 17(a) of the Public Utility Hold 30(h) of the Investment of INAUENTIAL SECUR IN AVENUE NW IN AVENUE	IONAL MORTGAGE ASSOCIATION FANNIE IONAL MORTGAGE ASSOCIATION FANNIE UNITED STATES SECURITIES AND EXC Washington, D.C. 205 STATEMENT OF CHANGES IN BENEFIC SECURITIES Filed pursuant to Section 16(a) of the Securitie Section 17(a) of the Public Utility Holding Comp 30(h) of the Investment Company mses) ss of Reporting Person ⁺ 2. Issuer Name and Ticker or T Symbol FEDERAL NATIONAL MORTGAGE ASSOCIAT FANNIE MAE [FNM] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SIN AVENUE NW 02/16/2006 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) A, DC 20016 (State) (Zip) Table I - Non-Derivative Securities (State) (Zip) (	IONAL MORTGAGE ASSOCIATION FANNIE MAI UNITED STATES SECURITIES AND EXCHAN Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL SECURITIES Filed pursuant to Section 16(a) of the Securities Ex Section 17(a) of the Public Utility Holding Company 30(h) of the Investment Company Act mses) ss of Reporting Person [*] 2. Issuer Name and Ticker or Trading Symbol FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE [FNM] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SIN AVENUE NW 02/16/2006 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) V, DC 20016 (State) (Zip) Table I - Non-Derivative Securit Fransaction Date 2A. Deemed 3. 4. Securities Acc onth/Day/Year) (Instr. 8) (Instr. 3, 4 and 5 (A)	IONAL MORTGAGE ASSOCIATION FANNIE MAE UNITED STATES SECURITIES AND EXCHANGE O Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES Filed pursuant to Section 16(a) of the Securities Exchang Section 17(a) of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of 194 enses) ss of Reporting Person [±] 2. Issuer Name and Ticker or Trading Symbol FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE [FNM] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SIN AVENUE NW 02/16/2006 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) A, DC 20016 (State) (Zip) Table I - Non-Derivative Securities Acquired onth/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)	IONAL MORTGAGE ASSOCIATION FANNIE MAE ONAL MORTGAGE ASSOCIATION FANNIE MAE UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 mses) ss of Reporting Person ⁺ 2. Issuer Name and Ticker or Trading Symbol FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE [FNM] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SIN AVENUE NW 02/16/2006 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) A. JOC 20016 (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of fransaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Securities Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (A) Transaction(s)	6 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Tiled 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 1935 or Section 30(h) of the Investment Company Act of 1940  anses) ss of Reporting Person 2. Issuer Name and Ticker or Trading Symbol FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE [FNM] FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE [FNM] FEDERAL NATIONAL (Check all applicable below) EVP and General Cour (Month/Day/Year) FUP and General Cour (Month/Day/Year) FUP and General Cour (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) A, DC 20016  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Table 1 - Non-Derivative Securities Acquired (Street) 4. DC 20016 (Street) 4. J. Demed 3. 4. Securities Acquired 5. Amount of Applicable Line Appl		

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

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02/16/2006

Stock

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

D

\$0 25,000

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

(1)

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## Edgar Filing: FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Ac</b>	ldress	Relationships						
I B B	Director	10% Owner	Officer	Other				
Wilkinson Beth 3900 WISCONSIN AVENU WASHINGTON, DC 20010			EVP and General Counsel					
Signatures								
/s/ Beth Wilkinson	02/16/2006							

<u>**</u>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) New restricted stock award which vests in three equal annual installments beginning on the first anniversary of the grant date.

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.