

BRADY KEVIN  
Form 4  
December 03, 2010

**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 \*  
BRADY KEVIN

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)  
12/02/2010

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

C/O ANNALY CAPITAL  
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/02/2010		M		15,000	A	\$ 11.72
Common Stock	12/02/2010		M		1,250	A	\$ 12.15
Common Stock	12/02/2010		M		1,250	A	\$ 14.17
Common Stock	12/02/2010		M		1,250	A	\$ 15.59

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Common Stock	12/02/2010	M	10,000	A	\$ 15.61	49,400	D
Common Stock	12/02/2010	M	12,500	A	\$ 13.25	61,900	D
Common Stock	12/02/2010	M	1,250	A	\$ 15.09	63,150	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)

**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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.97					08/04/2004	08/04/2013	Common Stock	15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.39					04/20/2005	04/20/2014	Common Stock	15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.07					07/07/2006	07/07/2015	Common Stock	15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 11.72	12/02/2010		M	15,000	02/13/2007	02/13/2016	Common Stock	15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 12.15	12/02/2010		M	1,250	06/26/2006	06/26/2011	Common Stock	1,250

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Option to purchase Common Stock <u>(1)</u>	\$ 14.17	12/02/2010	M	1,250	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	12/02/2010	M	1,250	06/26/2008	06/26/2013	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 15.61	12/02/2010	M	10,000	09/19/2009	09/19/2018	Common Stock	10,000
Option to purchase Common Stock	\$ 13.25	12/02/2010	M	12,500	04/22/2010	04/22/2019	Common Stock	12,500
Option to purchase Common Stock <u>(1)</u>	\$ 15.09	12/02/2010	M	1,250	06/26/2009	06/26/2014	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 17.24				06/28/2010	06/28/2015	Common Stock	1,250

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADY KEVIN C/O ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS SUITE 2902 NEW YORK, NY 10036	X			

**Signatures**

/s/ Kevin Brady                      12/02/2010  
 \*\*Signature of                      Date  
 Reporting Person

## 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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