

Lyght Rose-Marie  
Form 4  
November 28, 2011

**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 \*  
Lyght Rose-Marie

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)  
11/23/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
MD, Co-Head Port Mgmt

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  | (D)  | Price   |
| Common Stock                    | 11/23/2011                           |  | M                              |   | 7,500   | A  | \$ 13.25  |
| Class A Preferred Stock         |                                      |  |                                |   | 1,228   | D  |   |
| Class A Preferred Stock         |                                      |  |                                |   | 500   | I  | By Rose-Marie Lyght Irrevocable                       |

Trust I

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

**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.**

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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 (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 or Number of Shares |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.97   |                                      |  |                                |  | 08/04/2004   | 08/04/2013  | Common Stock | 20,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.39   |                                      |  |                                |  | 04/19/2005   | 04/19/2014  | Common Stock | 20,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.07   |                                      |  |                                |  | 07/07/2006   | 07/07/2015  | Common Stock | 30,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.7  |                                      |  |                                |  | 05/17/2008   | 05/17/2017  | Common Stock | 40,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 16.46   |                                      |  |                                |  | 05/08/2009   | 05/08/2018  | Common Stock | 53,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.61   |                                      |  |                                |  | 09/19/2009   | 09/19/2018  | Common Stock | 53,000                     |

|  |          |            |   |       |            |            |              |       |
|--|----------|------------|---|-------|------------|------------|--------------|-------|
| Option to purchase Common Stock <sup>(1)</sup> | \$ 13.25 | 11/23/2011 | M | 7,500 | 04/22/2010 | 04/22/2019 | Common Stock | 7,500 |
|--|----------|------------|---|-------|------------|------------|--------------|-------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Lyght Rose-Marie<br>C/O: ANNALY CAPITAL MANAGEMENT, INC.<br>1211 AVENUE OF THE AMERICAS, SUITE 2902<br>NEW YORK, NY 10036 |               |           | MD,<br>Co-Head<br>Port Mgmt |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| /s/ Rose-Marie<br>Lyght            | 11/23/2011 |
| **Signature of<br>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.

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