

Singh R Nicholas  
 Form 5  
 January 13, 2009

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Singh R Nicholas

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP and General Counsel

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 Reporting

(check applicable line)

NEW YORK, NY 10036

Form Filed by One Reporting Person  
 \_\_\_ Form Filed by More than One Reporting Person

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	23,775	D	^
Common Stock	^	^	^	^	^	^	5,740	I	By 401(k) Plan
Class A Preferred	^	^	^	^	^	^	1,150	I	By 401(k) Plan

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Stock

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

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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 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)	8. Amount or Number of Shares
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.07	Â	Â	Â	Â	07/07/2006 07/07/2015	Common Stock	30,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 11.72	Â	Â	Â	Â	02/13/2007 02/13/2016	Common Stock	19,125
Option to purchase Common Stock <sup>(1)</sup>	\$ 15.7	Â	Â	Â	Â	05/17/2008 05/17/2017	Common Stock	40,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 16.46	Â	Â	Â	Â	05/08/2009 05/08/2018	Common Stock	53,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 15.61	Â	Â	Â	Â	09/19/2009 09/19/2019	Common Stock	53,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Singh R Nicholas  
C/O ANNALY CAPITAL MANAGEMENT, INC.     ^     ^     ^ EVP and General Counsel     ^  
1211 AVENUE OF THE AMERICAS SUITE 2902  
NEW YORK, NY 10036

## Signatures

/s/ R. Nicholas                      01/12/2009  
Singh

\_\_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.

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