

FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE

Form 8-A12B

July 29, 2008

**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**

**Federal National Mortgage Association**

(Exact name of registrant as specified in its charter)

**Fannie Mae**

**Federally Chartered Corporation**

(State of incorporation or organization)

**52-0883107**

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

**3900 Wisconsin Avenue,**

**NW Washington, DC**

(Address of principal executive offices)

**20016**

(Zip Code)

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

**8.25% Non-Cumulative Preferred Stock,  
Series T, stated value \$25 per share**

**New York Stock Exchange**

**8.75% Non-Cumulative Mandatory Convertible  
Preferred Stock, Series 2008-1,  
stated value \$50 per share**

**New York Stock Exchange**

**Fixed-to-Floating Rate Non-Cumulative  
Preferred Stock, Series S,  
stated value \$25 per share**

**New York Stock Exchange**

**7.625% Non-Cumulative Preferred Stock,  
Series R, stated value \$25 per share**

**New York Stock Exchange**

**6.75% Non-Cumulative Preferred Stock,  
Series Q, stated value \$25 per share**

**New York Stock Exchange**

**Variable Rate Non-Cumulative Preferred Stock,  
Series P, stated value \$25 per share**

**New York Stock Exchange**

**5.50% Non-Cumulative Preferred Stock,  
Series N, stated value \$50 per share**

**New York Stock Exchange**

**4.75% Non-Cumulative Preferred Stock,  
Series M, stated value \$50 per share**

**New York Stock Exchange**

**5.125% Non-Cumulative Preferred Stock,  
Series L, stated value \$50 per share**

**New York Stock Exchange**

**5.375% Non-Cumulative Preferred Stock,  
Series I, stated value \$50 per share**

**New York Stock Exchange**

**5.81% Non-Cumulative Preferred Stock,  
Series H, stated value \$50 per share**

**New York Stock Exchange**

**Variable Rate Non-Cumulative Preferred Stock,  
Series G, sated value \$50 per share**

**New York Stock Exchange**

**Variable Rate Non-Cumulative Preferred Stock,  
Series F, stated value \$50 per share**

**New York Stock Exchange**

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. ☐ b

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. ☐ o

Securities Act registration statement file number to which this form relates: **Not Applicable**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

**None**

(Title of class)

## **INFORMATION REQUIRED IN REGISTRATION STATEMENT**

### **Item 1. Description of Registrant's Securities to be Registered.**

The Certificate of Designation of Terms of 8.25% Non-Cumulative Preferred Stock, Series T filed with the Securities and Exchange Commission (the SEC) on May 19, 2008 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 8.75% Non-Cumulative Mandatory Convertible Preferred Stock, Series 2008-1 filed with the SEC on May 14, 2008 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S filed with the SEC on December 11, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 7.625% Non-Cumulative Preferred Stock, Series R filed with the SEC on November 21, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 6.75% Non-Cumulative Preferred Stock, Series Q filed with the SEC on October 5, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series P filed with the SEC on September 28, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 5.50% Non-Cumulative Preferred Stock, Series N filed with the SEC on November 14, 2003 as Exhibit 4.1 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 4.75% Non-Cumulative Preferred Stock, Series M filed with the SEC on August 14, 2003 as Exhibit 4.2 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 5.125% Non-Cumulative Preferred Stock, Series L filed with the SEC on May 15, 2003 as Exhibit 4.2 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 5.375% Non-Cumulative Preferred Stock, Series I filed with the SEC on March 31, 2003 as Exhibit 4.6 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 5.81% Non-Cumulative Preferred Stock, Series H filed with the SEC on March 31, 2003 as Exhibit 4.5 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series G filed with the SEC on March 31, 2003 as Exhibit 4.4 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series F filed with the SEC on March 31, 2003 as Exhibit 4.3 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

**Item 2. Exhibits.**

- 4.1 The Certificate of Designation of Terms of 8.25% Non-Cumulative Preferred Stock, Series T filed with the SEC on May 19, 2008 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
- 4.2 The Certificate of Designation of Terms of 8.75% Non-Cumulative Mandatory Convertible Preferred Stock, Series 2008-1 filed with the SEC on May 14, 2008 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
- 4.3 The Certificate of Designation of Terms of Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S filed with the SEC on December 11, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
- 4.4 The Certificate of Designation of Terms of 7.625% Non-Cumulative Preferred Stock, Series R filed with the SEC on November 21, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
- 4.5 The Certificate of Designation of Terms of 6.75% Non-Cumulative Preferred Stock, Series Q filed with the SEC on October 5, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
- 4.6 The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series P filed with the SEC on September 28, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
- 4.7 The Certificate of Designation of Terms of 5.50% Non-Cumulative Preferred Stock, Series N filed with the SEC on November 14, 2003 as Exhibit 4.1 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.
- 4.8 The Certificate of Designation of Terms of 4.75% Non-Cumulative Preferred Stock, Series M filed with the SEC on August 14, 2003 as Exhibit 4.2 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.
- 4.9. The Certificate of Designation of Terms of 5.125% Non-Cumulative Preferred Stock, Series L filed with the SEC on May 15, 2003 as Exhibit 4.2 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement
- 4.10 The Certificate of Designation of Terms of 5.375% Non-Cumulative Preferred Stock, Series I filed with the SEC on March 31, 2003 as Exhibit 4.6 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.
- 4.11 The Certificate of Designation of Terms of 5.81% Non-Cumulative Preferred Stock, Series H filed with the SEC on March 31, 2003 as Exhibit 4.5 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.
- 4.12 The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series G filed with the SEC on March 31, 2003 as Exhibit 4.4 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

- 4.13 The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series F filed with the SEC on March 31, 2003 as Exhibit 4.3 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

**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.

**Federal National Mortgage Association**

Date July 28, 2008

By /s/ POLLY N. KLANE

Polly N. Klane

Senior Vice President & Deputy General Counsel

**Index to Exhibits**

| <b>Exhibit No.</b> | <b>Exhibit</b>   |
|--------------------|--|
| 4.1                | The Certificate of Designation of Terms of 8.25% Non-Cumulative Preferred Stock, Series T filed with the SEC on May 19, 2008 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.                            |
| 4.2                | The Certificate of Designation of Terms of 8.75% Non-Cumulative Mandatory Convertible Preferred Stock, Series 2008-1 filed with the SEC on May 14, 2008 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement. |
| 4.3                | The Certificate of Designation of Terms of Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S filed with the SEC on December 11, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.      |
| 4.4                | The Certificate of Designation of Terms of 7.625% Non-Cumulative Preferred Stock, Series R filed with the SEC on November 21, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.                      |
| 4.5                | The Certificate of Designation of Terms of 6.75% Non-Cumulative Preferred Stock, Series Q filed with the SEC on October 5, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.                         |
| 4.6                | The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series P filed with the SEC on September 28, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.              |
| 4.7                | The Certificate of Designation of Terms of 5.50% Non-Cumulative Preferred Stock, Series N filed with the SEC on November 14, 2003 as Exhibit 4.1 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.                    |
| 4.8                | The Certificate of Designation of Terms of 4.75% Non-Cumulative Preferred Stock, Series M filed with the SEC on August 14, 2003 as Exhibit 4.2 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.                      |
| 4.9                | The Certificate of Designation of Terms of 5.125% Non-Cumulative Preferred Stock, Series L filed with the SEC on May 15, 2003 as Exhibit 4.2 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.                        |
| 4.10               | The Certificate of Designation of Terms of 5.375% Non-Cumulative Preferred Stock, Series I filed with the SEC on March 31, 2003 as Exhibit 4.6 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.                  |
| 4.11               | The Certificate of Designation of Terms of 5.81% Non-Cumulative Preferred Stock, Series H filed with the SEC on March 31, 2003 as Exhibit 4.5 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.                   |





**Exhibit No.**

**Exhibit**

statement.

- 4.12 The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series G filed with the SEC on March 31, 2003 as Exhibit 4.4 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.
- 4.13 The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series F filed with the SEC on March 31, 2003 as Exhibit 4.3 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.