

ANNALY CAPITAL MANAGEMENT INC  
 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 \*  
**NORDBERG E WAYNE**  
  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**ANNALY CAPITAL MANAGEMENT INC [NLY]**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)

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

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 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)	Amount (A) or Price (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^ ^ ^	52,000	D	^
Common Stock	^	^	^	^	^ ^ ^	10,000	I	By Olivia Nordberg Trust
	^	^	^	^	^ ^ ^	10,000	I	

Common Stock										By Hollow Brook Associates, LLC Deferred Benefit Pension Plan
Common Stock	Â	Â	Â	Â	Â	Â	9,000	I		By Spouse

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

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**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)	Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.21	Â	Â	Â	Â Â	06/28/2004	06/28/2009	Common Stock	1,250
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.45	Â	Â	Â	Â Â	05/27/2005	05/27/2009	Common Stock	5,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 18.26	Â	Â	Â	Â Â	06/27/2005	06/27/2010	Common Stock	1,250
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.07	Â	Â	Â	Â Â	07/07/2006	07/07/2015	Common Stock	15,000
Option to purchase	\$ 11.72	Â	Â	Â	Â Â	02/13/2007	02/13/2016	Common Stock	15,000

Common Stock <sup>(1)</sup>											
Option to purchase Common Stock <sup>(1)</sup>	\$ 12.15	^	^	^	^	^	06/26/2006	06/26/2011	Common Stock	1,250	
Option to purchase Common Stock <sup>(1)</sup>	\$ 14.17	^	^	^	^	^	06/26/2007	06/26/2012	Common Stock	1,250	
Option to purchase Common Stock <sup>(1)</sup>	\$ 16.46	^	^	^	^	^	05/08/2009	05/08/2018	Common Stock	20,000	
Option to purchase Common Stock <sup>(1)</sup>	\$ 15.59	^	^	^	^	^	06/26/2008	06/26/2013	Common Stock	1,250	
Option to purchase Common Stock <sup>(1)</sup>	\$ 15.61	^	^	^	^	^	09/19/2009	09/19/2019	Common Stock	20,000	

## Reporting Owners

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

## Signatures

/s/ E. Wayne  
Nordberg

01/12/2009

<sup>(1)</sup>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) Options previously granted.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.