

ANNALY CAPITAL MANAGEMENT INC
 Form 5
 February 11, 2008

FORM 5

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

OMB APPROVAL

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 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 *
FARRELL MICHAEL A J
 (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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres., C.O.B. & C.E.O.

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

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	^	^	^	^	^	^	1,919,054	D	^
Class A Preferred Stock	^	^	^	^	^	^	1,504	D	^
	^	^	^	^	^	^	2,000 ⁽¹⁾	I	

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Class A Preferred Stock											Michael Farrell C/F Taylor Carolyn Farrell
Class A Preferred Stock	Â	Â	Â	Â	Â	Â	6,000 ⁽¹⁾	I			Michael Farrell C/F Caitlin Farrell
Class A Preferred Stock	Â	Â	Â	Â	Â	Â	6,200 ⁽¹⁾	I			Michael Farrell C/F Michael Edward Farrell

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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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. Price of Underlying Security (Instr. 3)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to purchase Common Stock ⁽¹⁾	\$ 8.13	Â	Â	Â	Â	Â	07/31/1999	07/31/2008	C/S	56,900	Â
Option to purchase Common Stock ⁽¹⁾	\$ 8.63	Â	Â	Â	Â	Â	11/18/2000	11/18/2009	C/S	48,413	Â
Option to purchase Common Stock ⁽¹⁾	\$ 7.94	Â	Â	Â	Â	Â	11/29/2001	11/29/2010	C/S	30,000	Â
Option to purchase	\$ 17.97	Â	Â	Â	Â	Â	08/04/2004	08/04/2013	C/S	200,000	Â

