

ANNALY CAPITAL MANAGEMENT INC

Form 4

June 02, 2015

**FORM 4****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).

**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 \*  
**BRADY KEVIN**

(Last) (First) (Middle)

**C/O ANNALY CAPITAL  
MANAGEMENT, INC., 1211  
AVENUE OF THE AMERICAS**

(Street)

**NEW YORK, NY 10036**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/21/2015**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                         |
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             |                                                                      | Price                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 44,150                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 42,500                                                                                                             | I                                                                    | By wife <sup>(1)</sup>                  |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 750                                                                                                                | I                                                                    | By<br>daughter <sup>(1)</sup>           |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 750                                                                                                                | I                                                                    | By<br>daughter <sup>(1)</sup>           |
|                                       |                                         |                                                             |                                         |                                                                            | 9,000                                                                                                              | I                                                                    |                                         |

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Common  
Stock

By mother  
(1)

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                         |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Option to<br>purchase<br>Common<br>Stock <sup>(2)</sup> | \$ 17.07                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 07/07/2006                                                          | 07/07/2015         | Common<br>Stock | 15,000                              |
| Option to<br>purchase<br>Common<br>Stock <sup>(2)</sup> | \$ 16.46                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/08/2009                                                          | 05/08/2018         | Common<br>Stock | 20,000                              |
| Option to<br>purchase<br>Common<br>Stock <sup>(2)</sup> | \$ 15.61                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 09/19/2009                                                          | 09/19/2018         | Common<br>Stock | 10,000                              |
| Option to<br>purchase<br>Common<br>Stock <sup>(2)</sup> | \$ 13.25                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 04/22/2010                                                          | 04/22/2019         | Common<br>Stock | 12,500                              |
| Option to<br>purchase<br>Common<br>Stock <sup>(2)</sup> | \$ 17.24                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 06/28/2010                                                          | 06/28/2015         | Common<br>Stock | 1,250                               |
| Option to<br>purchase<br>Common<br>Stock <sup>(2)</sup> | \$ 18.67                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 06/27/2011                                                          | 06/27/2016         | Common<br>Stock | 1,250                               |

|                                                |                |            |   |        |                |                |              |        |
|------------------------------------------------|----------------|------------|---|--------|----------------|----------------|--------------|--------|
| Option to purchase Common Stock <sup>(2)</sup> | \$ 17.11       |            |   |        | 06/26/2012     | 06/26/2017     | Common Stock | 1,250  |
| Deferred Stock Units                           | <sup>(3)</sup> | 05/21/2015 | A | 13,197 | <sup>(3)</sup> | <sup>(3)</sup> | Common Stock | 13,197 |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                         | Director      | 10% Owner | Officer | Other |
| BRADY KEVIN<br>C/O ANNALY CAPITAL MANAGEMENT, INC.<br>1211 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 |               |           | X       |       |

## Signatures

/s/ Kevin Brady                      05/29/2015

\_\_\_\_\_  
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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

(2) Options previously granted.

(3) The Deferred Stock Units ("DSUs") convert to shares of Common Stock on a one-for-one basis one year after the date of grant unless the director elects to defer the settlement of the DSUs following a termination of service as described in Annaly Capital Management, Inc. 2010 Equity Incentive Plan.

(4) Reflects the aggregate amount of DSUs granted during the tenure of the respective director net of any conversions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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