Edgar Filing: FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE - Form 4

FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE

Form 4

March 11, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NICULESCU PETER S

2. Issuer Name and Ticker or Trading

Symbol

FEDERAL NATIONAL MORTGAGE ASSOCIATION

FANNIE MAE [FNM]

(Last) (First) (Middle)

3900 WISCONSIN AVENUE, N.W.

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 03/10/2005

(Street)

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

EVP, Mortgage Portfolio

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WASHINGTON, DC 20016

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D)(Instr. 8) (Instr. 3, 4 and 5)

(A)

Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Code Amount (D) Price

34,548 Common 03/10/2005 80,224 (2) (3) A \$0 D (1) Stock

Common 221.543 (4) Ι By ESOP Stock

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

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(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Code of (Month/Day/Year)		Expiration Da	Date Amou		nt of	Derivative	J
Security	or Exercise		any			Year)	Underlying		Security	,	
(Instr. 3)	Price of		(Month/Day/Year)				Securi	ities	(Instr. 5)]	
	Derivative							(Instr. 3 and 4)			(
	Security				Acquired]
				(A) or]
					Disposed						-
				of (D) (Instr. 3,							(
					4, and 5)						
									Amount		
									or		
						Date	Expiration e Date	Title	Number		
						Exercisable			of		
				Code V	(A) (D)				Shares		
				Couc v	(II) (D)				Silaics		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NICULESCU PETER S 3900 WISCONSIN AVENUE, N.W. WASHINGTON, DC 20016

EVP, Mortgage Portfolio

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

/s/ Peter S. 03/11/2005 Niculescu

**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) New restricted stock award which vests in three equal annual installments beginning on the anniversary of the grant date.

Under Fannie Mae's Performance Share Program, as a member of Fannie Mae's senior management the reporting person has previously received awards that entitle the reporting person to receive shares of Fannie Mae common stock in an amount based upon and subject to Fannie Mae's meeting corporate performance objectives over three-year periods. These objectives are based on both financial and

- (2) non-financial goals, equally weighted. The financial goals under the performance share program are currently tied to growth in core business earnings per share. Generally, Fannie Mae's Compensation Committee determines in January of the year following completion of the cycle the number of shares of common stock each awardee is entitled to receive, and the shares are paid out in two annual installments beginning that January. (Footnote 2 is continued in 3 below.)
 - For the three-year performance cycle completed in 2003, the reporting person was determined in January 2004 to be entitled to receive 8,595 shares, of which the reporting person was paid 4,297 shares in accordance with the program and the remaining shares were expected to be paid in January 2005. As previously announced, Fannie Mae will restate its previously issued financial statements and
- (3) re-evaluate previously issued non-GAAP financial information, including core business earnings. The Compensation Committee and Board of Directors of Fannie Mae have determined to consider the impact of Fannie Mae's restatement and re-evaluation on unpaid performance shares for the performance cycle completed in 2003 when reliable financial data for the relevant period are available. As a result, the 4,298 shares expected to be issued to the reporting person in January 2005 have not yet been issued. These shares are included in the the reporting person's total holdings above.

Reporting Owners 2

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(4) End of period holdings include additional shares acquired from the reinvestment of dividends in Issuer's ESOP through November 25, 2004

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