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FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE

Form 8-K

December 07, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 6, 2006

Federal National Mortgage Association

(Exact name of registrant as specified in its charter)

Fannie Mae

Federally chartered corporation

*(State or other jurisdiction
of incorporation)*

000-50231

(Commission File Number)

52-0883107

*(IRS Employer
Identification Number)*

**3900 Wisconsin Avenue, NW
Washington, DC**

*(Address of principal executive
offices)*

20016

(Zip Code)

Registrant's telephone number, including area code: 202-752-7000

(Former Name or Former Address, if Changed Since Last Report): _____

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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The information in this report, including both of the exhibits submitted herewith, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of Section 18, nor shall they be deemed incorporated by reference into any disclosure document relating to Fannie Mae, except to the extent, if any, expressly set forth by specific reference in such document.

Item 2.02 Results of Operations and Financial Condition

On December 6, 2006, Fannie Mae (formally, the Federal National Mortgage Corporation) issued a news release reporting its filing of its Form 10-K for the year ended December 31, 2004 (the 2004 Form 10-K) and its financial results for the periods covered by the Form 10-K. The press release, a copy of which is furnished as Exhibit 99.1 to this report, is incorporated herein by reference.

On December 6, 2006, Fannie Mae also made available to investors a Guide to Fannie Mae s 2004 Annual Report on SEC Form 10-K that contains summarized information, including financial results, from its 2004 Form 10-K. The guide has been filed as Exhibit 99.13 to the 2004 Form 10-K and also is furnished as Exhibit 99.2 to this report and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

The second paragraph of the news release furnished as Exhibit 99.1 to this report, announcing that Fannie Mae s Board of Directors has declared a dividend on the company s common stock, is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) The exhibit index filed herewith is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

FEDERAL NATIONAL MORTGAGE ASSOCIATION

By /s/ Beth A. Wilkinson

Beth A. Wilkinson
Executive Vice President and General Counsel

Date: December 6, 2006

EXHIBIT INDEX

| Exhibit No. | Title of Exhibit |
|-------------|-----------------------------------------------------------|
| 99.1 | News release, dated December 6, 2006 |
| 99.2 | Guide to Fannie Mae's 2004 Annual Report on SEC Form 10-K |