

ANNALY CAPITAL MANAGEMENT INC  
 Form 4  
 May 08, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 LAMBIASE JOHN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/07/2007

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

C/O: ANNALY CAPITAL MANAGEMENT, INC., 12 EAST 41ST STREET, SUITE 700

(Street)

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

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

NEW YORK, NY 10017

(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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Preferred Stock         | 05/07/2007                           |  | P                              | A   | \$ 1,000  | 11,000   | D                                 |
| Common Stock                    |                                      |  |                                |   |   | 46,000   | D                                 |

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

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SEC 1474 (9-02)

number.

**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. Pr Deri Secu (Instr |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                  | Amount or Number of Shares |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 18.26   |                                      |  |                                |   | 06/27/2005   | 06/27/2010  | Common Stock           | 1,250                      |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 8.13  |                                      |  |                                |   | 07/31/2009   | 07/31/2008  | Common Stock           | 1,375                      |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 8.63  |                                      |  |                                |   | 11/18/2000   | 11/18/2009  | Common Stock           | 10,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 7.94  |                                      |  |                                |   | 11/29/2001   | 11/29/2010  | Common Stock           | 2,437                      |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 20.35   |                                      |  |                                |   | 06/26/2002   | 06/26/2007  | Common Stock           | 1,250                      |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 20.7  |                                      |  |                                |   | 06/26/2003   | 06/26/2008  | Common Stock           | 1,250                      |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.97   |                                      |  |                                |   | 08/08/2004   | 08/08/2013  | Common Stock           | 15,000                     |
|  | \$ 17.39   |                                      |  |                                |   | 04/20/2005   | 04/20/2014  |                        | 15,000                     |

|  |          |            |            |              |        |
|--|----------|------------|------------|--------------|--------|
| Option to purchase Common Stock <u>(1)</u> |          |            |            | Common Stock |        |
| Option to purchase Common Stock <u>(1)</u> | \$ 17.21 | 06/28/2004 | 06/28/2009 | Common Stock | 1,250  |
| Option to purchase Common Stock <u>(1)</u> | \$ 17.07 | 07/07/2006 | 07/07/2015 | Common Stock | 15,000 |
| Option to purchase Common Stock <u>(1)</u> | \$ 11.72 | 02/13/2007 | 02/13/2016 | Common Stock | 15,000 |
| Option to purchase Common Stock <u>(1)</u> | \$ 12.15 | 06/26/2006 | 02/26/2011 | Common Stock | 1,250  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LAMBIASE JOHN<br>C/O: ANNALY CAPITAL MANAGEMENT, INC.<br>12 EAST 41ST STREET, SUITE 700<br>NEW YORK, NY 10017 | X             |           |         |       |

## Signatures

/s/ John  
Lambiase

05/08/2007

\*\*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 is insufficient, *see* Instruction 6 for procedure.

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