

ANNALY CAPITAL MANAGEMENT INC  
 Form 4  
 May 27, 2014

**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 \*  
**HAYLON MICHAEL E**

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)  
**05/22/2014**

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

**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 Filing(Check Applicable Line)

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

**NEW YORK, NY 10036**

(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  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 0   | 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)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 16.13   |                                      |  |                                |   | 06/13/2009 06/13/2018                                    | Common Stock 5,000  |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.61   |                                      |  |                                |   | 09/19/2009 09/19/2018                                    | Common Stock 20,000   |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 13.25   |                                      |  |                                |   | 04/22/2010 04/22/2019                                    | Common Stock 50,000   |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.09   |                                      |  |                                |   | 06/26/2009 06/26/2014                                    | Common Stock 1,250  |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.24   |                                      |  |                                |   | 06/28/2010 06/28/2015                                    | Common Stock 1,250  |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 18.67   |                                      |  |                                |   | 06/27/2011 06/27/2016                                    | Common Stock 1,250  |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.11   |                                      |  |                                |   | 06/26/2012 06/26/2017                                    | Common Stock 1,250  |
| Deferred Stock Units                           | <sup>(2)</sup>   |                                      |  |                                |   | <sup>(2)</sup> <sup>(2)</sup>                            | Common Stock 10,512   |
| Deferred Stock                                 | <sup>(3)</sup>   | 05/22/2014                           |  | A                              | 11,539  | <sup>(3)</sup> <sup>(3)</sup>                            | Common Stock 11,539   |

Units

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HAYLON MICHAEL E<br>C/O ANNALY CAPITAL MANAGEMENT, INC.<br>1211 AVENUE OF THE AMERICAS, SUITE 2902<br>NEW YORK, NY 10036 | X             |           |         |       |

## Signatures

/s/ Michael  
Haylon 05/22/2014

\*\*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.  
The Deferred Stock Units convert to shares of Common Stock on a one-for-one basis following a termination of service as described in
- (2) Annaly Capital Management, Inc. 2010 Equity Incentive Plan. Includes Deferred Stock Units issued as a result of dividends reinvested as additional Deferred Stock Units pursuant to the Annaly Capital Management, Inc. 2010 Equity Incentive Plan.
- (3) The Deferred Stock Units convert to shares of Common Stock on a one-for-one basis following a termination of service as described in Annaly Capital Management, Inc. 2010 Equity Incentive Plan.

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.