

BUZBY TIMOTHY L
Form 4
May 09, 2013

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 *
BUZBY TIMOTHY L

2. Issuer Name and Ticker or Trading Symbol
FEDERAL AGRICULTURAL MORTGAGE CORP [AGM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FARMER MAC, 1999 K STREET NW, 4TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President and CEO

WASHINGTON, DC 20006

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (D) Price | | |
| Class C Non-Voting Common Stock | 05/07/2013 | | M | | 1,898 (1) A \$ 22.4 35,872 (2) | D | |
| Class C Non-Voting Common Stock | 05/07/2013 | | S | | 1,898 (1) (3) D \$ 32 33,974 (2) | D | |

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

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(9-02)

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 (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Stock Option | \$ 22.4 | 05/07/2013 | | M | 1,898 <u>(1)</u> | 05/31/2005 ⁽⁴⁾ 06/05/2013 | Class C Non-Voting Common Stock 1,898 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BUZBY TIMOTHY L C/O FARMER MAC 1999 K STREET NW, 4TH FLOOR WASHINGTON, DC 20006 | | | President and CEO | |

Signatures

Christy M. Prendergast, as attorney-in-fact for Timothy L. Buzby 05/09/2013

__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) This report reflects (on Table I) (i) the acquisition of 1,898 shares of Class C Non-Voting Common Stock through the partial exercise of a stock option acquired by the reporting person in June 2003 pursuant to former Rule 16b-3; (ii) the sale of 1,898 shares of Class C Non-Voting Common Stock; and (iii) (on Table II) the exercise of the June 2003 employee stock option. The partial exercise of the June 2003 employee stock option is exempt under Section 16(b) under Rule 16b-6 but is reported herein pursuant to Rule 16a-4.
- (2) Includes restricted stock granted pursuant to Farmer Mac's 2008 Omnibus Incentive Plan as follows: (i) 5,000 and 4,500 shares that will vest on March 31, 2014, and March 31, 2015, respectively, if Farmer Mac meets performance objectives related to business volume and

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portfolio charge-offs and delinquencies, (ii) 9,382 shares, up to 50 percent of which will vest on March 31, 2016 if Farmer Mac has maintained compliance with all regulatory capital requirements through December 31, 2015, and 50 percent of which will vest on March 31, 2016 if Farmer Mac meets certain performance objectives related to business volume and portfolio charge-offs and delinquencies, and (iii) 9,382 shares that will vest in equal installments on March 31, 2014, March 31, 2015, and March 31, 2016 so long as Mr. Buzby remains employed by Farmer Mac other than removal for death, disability, or retirement.

- (3) Transaction effected pursuant to a trading plan adopted by Mr. Buzby in accordance with Rule 10b5-1.
- (4) Exercisable beginning June 5, 2003 with respect to 7,012 shares, beginning May 31, 2004 with respect to 7,012 shares and beginning May 31, 2005 with respect to 7,011 shares.

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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