

ANNALY CAPITAL MANAGEMENT INC

Form 5

February 13, 2015

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
GREEN JONATHAN D

(Last) (First) (Middle)

**C/O ANNALY CAPITAL
MANAGEMENT, INC., 1211
AVENUE OF THE AMERICAS**

(Street)

2. Issuer Name and Ticker or Trading
Symbol

**ANNALY CAPITAL
MANAGEMENT INC [NLY]**

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10036

(City) (State) (Zip)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/31/2014	12/31/2014	A	A Amount Price	45,750	D	A

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

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contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**

SEC 2270
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. S (
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock <u>(1)</u>	\$ 17.07	Â	Â	Â	Â Â	07/07/2006 07/07/2015	Common Stock	15,000
Option to purchase Common Stock <u>(1)</u>	\$ 11.72	Â	Â	Â	Â Â	02/13/2007 02/13/2016	Common Stock	15,000
Option to purchase Common Stock <u>(1)</u>	\$ 16.46	Â	Â	Â	Â Â	05/08/2009 05/08/2018	Common Stock	20,000
Option to purchase Common Stock <u>(1)</u>	\$ 15.61	Â	Â	Â	Â Â	09/19/2009 09/19/2018	Common Stock	20,000
Option to purchase Common Stock <u>(1)</u>	\$ 13.25	Â	Â	Â	Â Â	04/22/2010 04/22/2019	Common Stock	50,000
Option to purchase Common Stock <u>(1)</u>	\$ 17.24	Â	Â	Â	Â Â	06/28/2010 06/28/2015	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 18.67	Â	Â	Â	Â Â	06/27/2011 06/27/2016	Common Stock	1,250
Option to purchase Common Stock <u>(1)</u>	\$ 17.11	Â	Â	Â	Â Â	06/26/2012 06/26/2017	Common Stock	1,250
	Â	Â	Â	Â	Â Â	Â <u>(2)</u> Â <u>(2)</u>		

Deferred
Stock
Units

Common 23,236
Stock (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN JONATHAN D C/O ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X	^	^	^

Signatures

/s/ Jonathan
Green 02/12/2015

__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.

(2) 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.

(3) Reflects the aggregate amount of Deferred Stock Units granted during the tenure of the respective director.

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