

Diamond Jeremy  
Form 5  
January 20, 2012

# FORM 5

**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).  
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

1. Name and Address of Reporting Person \*  
**Diamond Jeremy**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**MANAGING DIRECTOR**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2011**

**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 Reporting  
  
(check applicable line)

**NEW YORK, NY 10036**

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)	(A) or (D)	Price	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	12/31/2011	12/31/2011	A	A	A	A	86,989	D	A
Common Stock	12/31/2011	12/31/2011	A	A	A	A	241	I	By Wife
Common Stock	12/31/2011	12/31/2011	A	A	A	A	65	I	Jeremy Diamond

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Common Stock	Â	Â	Â	Â	Â	Â	529	I	C/F Eleanor L. Diamond  Jeremy Diamond C/F Benjamin L. Diamond
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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 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)
					(A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.97	Â	Â	Â	Â Â	08/04/2004      08/04/2013	Common Stock      20,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.39	Â	Â	Â	Â Â	04/19/2005      04/19/2014	Common Stock      20,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.07	Â	Â	Â	Â Â	07/07/2006      07/07/2015	Common Stock      30,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 15.7	Â	Â	Â	Â Â	05/17/2008      05/17/2017	Common Stock      40,000
Option to purchase Common	\$ 16.46	Â	Â	Â	Â Â	05/08/2009      05/08/2018	Common Stock      53,000

Stock <sup>(1)</sup>											
Option to purchase Common Stock <sup>(1)</sup>	\$ 15.61	^	^	^	^	^	09/19/2009	09/19/2018	Common Stock	53,000	
Option to purchase Common Stock <sup>(1)</sup>	\$ 13.25	^	^	^	^	^	04/22/2010	04/22/2019	Common Stock	147,617	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Diamond Jeremy C/O ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS, SUITE 2902 NEW YORK, NY 10036	^	^	^	MANAGING DIRECTOR ^

## Signatures

/s/ Jeremy Diamond 01/20/2012

<sup>\*\*</sup>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 provided 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.