

Lynch Robert Dale
 Form 4
 April 05, 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 *
 Lynch Robert Dale

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP - Chief Financial Officer

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

3. Date of Earliest Transaction (Month/Day/Year)
 04/03/2013

WASHINGTON, DC 20006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class C Non-Voting Common Stock | 04/03/2013 | | A | | 3,863 | A | \$ 0 <u>(1)</u> |
| Class C Non-Voting Common Stock | 04/03/2013 | | A | | 1,932 | A | \$ 0 <u>(2)</u> |
| Class C Non-Voting Common Stock | 04/03/2013 | | A | | 1,932 | A | \$ 0 <u>(3)</u> |

Stock

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

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SEC 1474
(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) | Am or Nur of S | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Right | \$ 30.2 | 04/03/2013 | | A | 10,180 | <u>(4)</u> | 04/03/2023 | Class C Non-Voting Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lynch Robert Dale C/O 1999 K STREET NW 4TH FLOOR WASHINGTON, DC 20006 | | | SVP - Chief Financial Officer | |

Signatures

Anjali Desai, as attorney-in-fact for Robert Dale Lynch
04/05/2013

**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) Grant of shares of time-vested restricted stock under Farmer Mac's 2008 Omnibus Incentive Plan for no consideration. Includes 1,287, 1,288, and 1,288 shares of restricted stock that will vest on March 31, 2014, March 31, 2015, and March 31, 2016, respectively.

(2) Grant of shares of performance-based restricted stock under Farmer Mac's 2008 Omnibus Incentive Plan for no consideration. The shares will vest on March 31, 2016 if Farmer Mac maintains compliance with all applicable regulatory capital requirements between January 1,

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2013 and December 31, 2015, with the percentage of shares that will vest to be determined by the Compensation Committee of Farmer Mac's Board of Directors based on its evaluation of Farmer Mac's capital adequacy.

- Grant of shares of performance-based restricted stock under Farmer Mac's 2008 Omnibus Incentive Plan for no consideration. The shares
- (3) will vest on March 31, 2016 if Farmer Mac meets certain performance objectives related to portfolio charge-offs and delinquencies, as specified in the related award agreement.
 - (4) Exercisable beginning March 31, 2014 with respect to 3,393 shares, beginning March 31, 2015 with respect to 3,393 shares, and beginning March 31, 2016 with respect to 3,394 shares.
 - (5) Grant of stock appreciation rights under Farmer Mac's 2008 Omnibus Incentive Plan for no consideration.

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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