

FEDERAL AGRICULTURAL MORTGAGE CORP
 Form 4
 May 15, 2015

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)
 05/13/2015

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

WASHINGTON, DC 20006

(City) (State) (Zip)

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

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) or Price			
Class C Non-Voting Common Stock	05/13/2015		M		13,334 ⁽¹⁾	A	\$ 5.93 66,008 ⁽²⁾	D
Class C Non-Voting Common Stock	05/13/2015		F		5,218 ⁽¹⁾	D	\$ 33.01 60,790 ⁽²⁾	D
Class C Non-Voting Common	05/13/2015		D		2,395 ⁽¹⁾	D	\$ 33.01 58,395 ⁽²⁾	D

Stock

Class C

Non-Voting Common Stock	05/13/2015	S	5,721 <u>(3)</u>	D	\$ 32.9039 <u>(4)</u>	52,674 <u>(2)</u>	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Stock Appreciation Right	\$ 5.93	05/13/2015		M	13,334 <u>(1)</u>	<u>(5)</u>	06/04/2019	Class C Non-Voting Common Stock	13

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

Anjali Desai, as attorney-in-fact for Timothy L. Buzby	05/15/2015
<u> </u> 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).

Mr. Buzby received 5,721 shares of the Federal Agricultural Mortgage Corporation's ("Farmer Mac") Class C Non-Voting Common Stock upon net share settlement of his partial exercise of 13,334 stock appreciation rights with a grant price of \$5.93 per share. That partial exercise entitled Mr. Buzby to receive 10,939 shares of the Corporation's Class C Non-Voting Common Stock, and 5,218 shares were retained by Farmer Mac to satisfy tax withholding requirements arising from the exercise. Each stock appreciation right represents the right to receive, upon exercise, the number of shares of Farmer Mac's Class C Non-Voting Common Stock equal to the excess of the fair market value of shares on the exercise date over the grant price.

(1) Includes 38,410 shares of unvested restricted stock previously granted pursuant to Farmer Mac's 2008 Omnibus Incentive Plan. The grants of restricted stock have been described in detail in Farmer Mac's prior filings with the Securities and Exchange Commission.

(2) Transaction effected pursuant to a trading plan adopted by Mr. Buzby in accordance with Rule 10b5-1.

(3) The price reported in Column 4 is a weighted average price. These shares of Class C Non-Voting Common Stock were sold in multiple transactions at prices ranging from \$32.78 to \$33.01, inclusive. The Reporting Person undertakes to provide to Farmer Mac, any security holder of Farmer Mac, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to Form 4.

(4) Exercisable beginning May 31, 2010 with respect to 13,333 shares, beginning May 31, 2011 with respect to 13,333 shares, and beginning May 31, 2012 with respect to 13,334 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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