

ANNALY CAPITAL MANAGEMENT INC
 Form 4
 May 27, 2016

FORM 4

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

OMB APPROVAL

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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 *
BRADY KEVIN

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
05/26/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 44,150 | D | |
| Common Stock | | | | | 48,750 | I | By the Kevin P. Brady Family Trust ⁽¹⁾ |
| Common Stock | | | | | 42,500 | I | By wife ⁽¹⁾ |

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| | | | |
|--------------|-------|---|----------------------------|
| Common Stock | 1,500 | I | By daughter ⁽¹⁾ |
| Common Stock | 9,000 | I | By mother ⁽¹⁾ |

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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to purchase Common Stock ⁽²⁾ | \$ 16.46 | | | | | | | 05/08/2009 | 05/08/2018 | Common Stock | 20,000 |
| Option to purchase Common Stock ⁽²⁾ | \$ 15.61 | | | | | | | 09/19/2009 | 09/19/2018 | Common Stock | 10,000 |
| Option to purchase Common Stock ⁽²⁾ | \$ 13.25 | | | | | | | 04/22/2010 | 04/22/2019 | Common Stock | 12,500 |
| Option to purchase Common Stock ⁽²⁾ | \$ 18.67 | | | | | | | 06/27/2011 | 06/27/2016 | Common Stock | 1,250 |
| Option to purchase Common Stock ⁽²⁾ | \$ 17.11 | | | | | | | 06/26/2012 | 06/26/2017 | Common Stock | 1,250 |
| Deferred Stock | ⁽³⁾ | 05/26/2016 | | A | | 12,617 | | ⁽³⁾ | ⁽³⁾ | Common Stock | 12,617 |

Units

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRADY KEVIN C/O ANNALY CAPITAL MANAGEMENT, INC., 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | X | | | |

Signatures

/s/ R. Nicholas Singh, 05/27/2016
Attorney-In-Fact

**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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (2) Options previously granted.
The Deferred Stock Units ("DSUs") convert to shares of Common Stock on a one-for-one basis one year after the date of grant unless the
- (3) director elects to defer the settlement of the DSUs until after a termination of service pursuant to the Annaly Capital Management, Inc. 2010 Equity Incentive Plan.
- (4) Reflects the aggregate amount of DSUs granted during the tenure of the respective director net of any conversions.
- (5) Includes 4,634 DSUs acquired pursuant to dividend reinvestment for which no additional price was paid.

Remarks:

Exhibit 24.1 - Power of Attorney, incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space 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.