### Hayward Jeffery R Form 3 February 03, 2012 **FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## INITIAL STATEMENT OF 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 Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Hayward Jeffery R			2. Date of Event Requiring Statement (Month/Day/Year) 01/31/2012	3. Issuer Name and Ticker or Trading Symbol FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE [FNMA]				
(Last)	(First)	(Middle)	01/31/2012	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date Original Filed(Month/Day/Year)	
C/O FANNI WISCONSII								
(Street) WASHINGTON, DC 20016				Director 10% Owner Officer Other (give title below) (specify below) SVP and Head of Multifamily			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I - N	Non-Derivat	ive Securiti	es Be	neficially Owned	
1.Title of Secur (Instr. 4)	ity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	*	
Common Sto	ock		14,868		D	Â		
Reminder: Repo	-	ate line for ea	ch class of securities benefic	ially S	EC 1473 (7-02	)		
	inform require	ation conta ed to respo	pond to the collection of ained in this form are not nd unless the form displ MB control number.					

#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
	Date Exercisable	Title	Derivative	Security:	

## Edgar Filing: Hayward Jeffery R - Form 3

		Expiration Date		Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	01/21/2004(1)	01/21/2013	Common Stock	9,624	\$ 69.43	D	Â
Stock Option (Right to Buy)	01/23/2005(1)	01/23/2014	Common Stock	12,521	\$ 78.315	D	Â

# **Reporting Owners**

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
Hayward Jeffery R C/O FANNIE MAE 3900 WISCONSIN AVEN WASHINGTON, DC 2		Â	Â	SVP and Head of Multifamily	Â			
Signatures								
Jeffery R. Hayward	02/03/201	2						
**Signature of Reporting Person	Date							
Explanation of	Doon	nco	<u>.</u> .					

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 options vested in four equal annual installments beginning on the date shown.

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.