

Kazel Ronald Daniel  
Form 5  
January 20, 2012

**FORM 5**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Kazel Ronald Daniel

(Last) (First) (Middle)

C/O: ANNALY CAPITAL  
MANAGEMENT, INC., 1211  
AVENUE OF THE AMERICAS  
SUITE 2902

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

ANNALY CAPITAL  
MANAGEMENT INC [NLY]

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

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)  
Managing Director

6. Individual or Joint/Group Reporting

(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)	(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2011	12/31/2011	1	156,938	D				
Common Stock	12/31/2011	12/31/2011	1	755	I				By Wife
Common Stock	12/31/2011	12/31/2011	1	2,833	I				By 401(K) plan

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Class A Preferred Stock	Â	Â	Â	Â	Â	Â	4,400	I	By 401(K) plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270  
(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	\$ 17.97	Â	Â	Â	Â Â	08/04/2004 08/04/2013	Common Stock 15,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.39	Â	Â	Â	Â Â	04/19/2005 04/19/2014	Common Stock 13,251
Option to purchase Common Stock <sup>(1)</sup>	\$ 17.07	Â	Â	Â	Â Â	07/07/2006 07/07/2015	Common Stock 23,377
Option to purchase Common Stock <sup>(1)</sup>	\$ 15.7	Â	Â	Â	Â Â	05/17/2008 05/17/2017	Common Stock 10,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 16.46	Â	Â	Â	Â Â	05/08/2009 05/08/2018	Common Stock 53,000
Option to purchase Common Stock <sup>(1)</sup>	\$ 15.61	Â	Â	Â	Â Â	09/19/2009 09/19/2018	Common Stock 53,000

Option to purchase Common Stock <sup>(1)</sup>	\$ 13.25	Â	Â	Â	Â	Â	04/22/2010	04/22/2019	Common Stock	105,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kazel Ronald Daniel C/O: ANNALY CAPITAL MANAGEMENT, INC. 1211 AVENUE OF THE AMERICAS SUITE 2902 NEW YORK, NY 10036	Â	Â	Â Managing Director	Â

## Signatures

/s/ Ronald D. Kazel 01/20/2012

\_\_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.