

ANNALY CAPITAL MANAGEMENT INC  
 Form 4  
 August 12, 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 \*  
**BRADY KEVIN**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/11/2015**

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

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

(Street)

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

**NEW YORK, NY 10036**

(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 Indirect Ownership (Instr. 4)       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 08/11/2015                           |  | P                              | 48,750 A \$ 10.16   | 48,750  | I  | By the Kevin P Brady Family Trust <sup>(1)</sup> |
| Common Stock                    |                                      |  |                                |   | 44,150  | D  |  |
| Common Stock                    |                                      |  |                                |   | 42,500  | I  | By wife <sup>(1)</sup>                           |

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|              |  |       |   |                           |
|--------------|--|-------|---|---------------------------|
| Common Stock |  | 750   | I | By daughter<br><u>(1)</u> |
| Common Stock |  | 750   | I | By daughter<br><u>(1)</u> |
| Common Stock |  | 9,000 | I | By mother<br><u>(1)</u>   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) | 8. Price or Number of Shares (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|---|
| Option to purchase Common Stock <u>(2)</u> | \$ 16.46   |                                      |  |                                |   | Date Exercisable: 05/08/2009<br>Expiration Date: 05/08/2018 | Common Stock  | 20,000  |
| Option to purchase Common Stock <u>(2)</u> | \$ 15.61   |                                      |  |                                |   | Date Exercisable: 09/19/2009<br>Expiration Date: 09/19/2018 | Common Stock  | 10,000  |
| Option to purchase Common Stock <u>(2)</u> | \$ 13.25   |                                      |  |                                |   | Date Exercisable: 04/22/2010<br>Expiration Date: 04/22/2019 | Common Stock  | 12,500  |
| Option to purchase Common Stock <u>(2)</u> | \$ 18.67   |                                      |  |                                |   | Date Exercisable: 06/27/2011<br>Expiration Date: 06/27/2016 | Common Stock  | 1,250   |

|  |                |                |                |              |                       |
|--|----------------|----------------|----------------|--------------|-----------------------|
| Option to purchase Common Stock <sup>(2)</sup> | \$ 17.11       | 06/26/2012     | 06/26/2017     | Common Stock | 1,250                 |
| Deferred Stock Units                           | <sup>(3)</sup> | <sup>(3)</sup> | <sup>(3)</sup> | Common Stock | 35,437 <sup>(4)</sup> |

## Reporting Owners

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

## Signatures

/s/ Kevin Brady                      08/11/2015  
 \*\*Signature of                      Date  
 Reporting Person

## 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.
- (3) 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 director elects to defer the settlement of the DSUs following a termination of service as described in 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.

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.