

ANNALY CAPITAL MANAGEMENT INC  
 Form 5  
 February 12, 2014

**FORM 5**

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

OMB APPROVAL

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 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

1. Name and Address of Reporting Person \*  
**GREEN JONATHAN D**

(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)  
 12/31/2013

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 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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 45,750   | D  |                                   |

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

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SEC 2270 (9-02)

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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 of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|--------------|----------------------------|
|  |  |                                      |  |                                | (A)   | (D)  | Date Exercisable | Expiration Date   | Title        | Amount or Number of Shares |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.39   | Â                                    | Â  | Â                              | Â   | Â  | 04/20/2005       | 04/20/2014  | Common Stock | 15,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.07   | Â                                    | Â  | Â                              | Â   | Â  | 07/07/2006       | 07/07/2015  | Common Stock | 15,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 11.72   | Â                                    | Â  | Â                              | Â   | Â  | 02/13/2007       | 02/13/2016  | Common Stock | 15,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 16.46   | Â                                    | Â  | Â                              | Â   | Â  | 05/08/2009       | 05/08/2018  | Common Stock | 20,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.61   | Â                                    | Â  | Â                              | Â   | Â  | 09/19/2009       | 09/19/2018  | Common Stock | 20,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 13.25   | Â                                    | Â  | Â                              | Â   | Â  | 04/22/2010       | 04/22/2019  | Common Stock | 50,000                     |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 15.09   | Â                                    | Â  | Â                              | Â   | Â  | 06/26/2009       | 06/26/2014  | Common Stock | 1,250                      |
| Option to purchase Common                      | \$ 17.24   | Â                                    | Â  | Â                              | Â   | Â  | 06/28/2010       | 06/28/2015  | Common Stock | 1,250                      |

|  |          |   |   |   |   |   |                  |                  |              |       |  |
|--|----------|---|---|---|---|---|------------------|------------------|--------------|-------|--|
| Stock <sup>(1)</sup>                           |          |   |   |   |   |   |                  |                  |              |       |  |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 18.67 | ^ | ^ | ^ | ^ | ^ | 06/27/2011       | 06/27/2016       | Common Stock | 1,250 |  |
| Option to purchase Common Stock <sup>(1)</sup> | \$ 17.11 | ^ | ^ | ^ | ^ | ^ | 06/26/2012       | 06/26/2017       | Common Stock | 1,250 |  |
| Deferred Stock Units                           | ^        | ^ | ^ | ^ | ^ | ^ | ^ <sup>(2)</sup> | ^ <sup>(2)</sup> | Common Stock | 9,362 |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GREEN JONATHAN D<br>C/O ANNALY CAPITAL MANAGEMENT, INC.<br>1211 AVENUE OF THE AMERICAS SUITE 2902<br>NEW YORK, NY 10036 | ^ X           | ^         | ^       | ^     |

## Signatures

/s/ Jonathan Green 02/10/2014

<sup>\*\*</sup>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.
- (2) The Deferred Stock Units convert to shares of Common Stock on a one-for-one basis following a termination of service as described in Annaly Capital Management, Inc. 2010 Equity Incentive Plan.

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