

ANNALY CAPITAL MANAGEMENT INC
 Form 5
 January 13, 2017

FORM 5

**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).
 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 *
 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 44,150 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 48,750 | I | By the Kevin P Brady Family Trust ⁽¹⁾ |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 42,500 | I | By wife <u>(1)</u> |
| Common Stock | Â | Â | Â | Â | Â | Â | 750 | I | By daughter <u>(1)</u> |
| Common Stock | Â | Â | Â | Â | Â | Â | 750 | I | By daughter <u>(1)</u> |
| Common Stock | Â | Â | Â | Â | Â | Â | 9,000 | I | By mother <u>(1)</u> |

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Option to purchase Common Stock <u>(2)</u> | \$ 16.46 | Â | Â | Â | Â | Â | 05/08/2009 | 05/08/2018 | Common Stock | 20,000 |
| Option to purchase Common Stock <u>(2)</u> | \$ 15.61 | Â | Â | Â | Â | Â | 09/19/2009 | 09/19/2018 | Common Stock | 10,000 |
| Option to purchase Common Stock <u>(2)</u> | \$ 13.25 | Â | Â | Â | Â | Â | 04/22/2010 | 04/22/2019 | Common Stock | 12,500 |
| Option to purchase Common Stock <u>(2)</u> | \$ 17.11 | Â | Â | Â | Â | Â | 06/26/2012 | 06/26/2017 | Common Stock | 1,250 |

| | | | | | | | | | | | |
|----------------------------|---|---|---|---|---|---|---|-------|-------|-----------------|---------------|
| Deferred Stock Units | ^ | ^ | ^ | ^ | ^ | ^ | ^ | ^ (3) | ^ (3) | Common Stock | 53,749 (4) |
|----------------------------|---|---|---|---|---|---|---|-------|-------|-----------------|---------------|

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, 01/13/2017
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.
- (3) 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.
- (4) Reflects the aggregate amount of Deferred Stock Units granted during the tenure of the respective director.

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.