

American Capital Agency Corp
 Form 4
 March 16, 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 *
 Kain Gary D

2. Issuer Name and Ticker or Trading Symbol
 American Capital Agency Corp
 [AGNC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2 BETHESDA METRO CENTER, 14TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/13/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and CIO

BETHESDA, MD 20814

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

(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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock, par value \$0.01 per share | 03/13/2015 | | S | 42,220 (1) D \$ 21.1178 | 1,031,813 (2) D | | |
| Common Stock, par value \$0.01 per share | | | | | 2,500 | I | By custodial account for child |
| | | | | | 2,500 | I | |

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- Includes 18,266.504, 19,291.745, 6,883.004, 6,918.520, 7,200.960 and 7,375.213 shares of common stock received pursuant to the
- (2) reinvestment of cash dividends declared by the Company to holders of record of common stock as of June 30, 2014, September 30, 2014, October 31, 2014, November 28, 2014, December 31, 2014 and January 30, 2015, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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