

American Capital Agency Corp
Form 3
May 14, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Flax Samuel Allan (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/14/2008 | 3. Issuer Name and Ticker or Trading Symbol American Capital Agency Corp [AGNC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP & Secretary | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|---|--|---|---|--|

2 BETHESDA METRO CENTER,Â 14TH FLOOR
 (Street)

BETHESDA,Â MDÂ 20814
 (City) (State) (Zip)

1. Title of Security
(Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

| | | |
|--|---|--|
| 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|

Common Stock, par value \$0.01 per share 0 D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|---|--|---|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Flax Samuel Allan
2 BETHESDA METRO CENTER
14TH FLOOR
BETHESDA, MD 20814

^ ^ ^ EVP & Secretary ^

Signatures

/s/ Cydonii Fairfax, as Attorney-in-Fact for the Reporting Person pursuant to the Power of Attorney filed hereto as Exhibit 24.1

05/14/2008

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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