Couch Robert M. Form 4 July 29, 2011

## FORM 4

# **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Expires:

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

response... 0.5

January 31,

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Couch Robert M.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

American Capital Agency Corp

(Check all applicable)

[AGNC]

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

X\_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

07/26/2011

AMERICAN CAPITAL AGENCY CORP., 2 BETHESDA METRO

(First)

CENTER, 14TH FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

BETHESDA, MD 20814

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4)

Common

Stock, par 07/26/2011 value \$0.01 per share (1)

3,000 A

Code V Amount

(1) 3,000

Price

(D)

D

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.

SEC 1474 (9-02)

#### Edgar Filing: Couch Robert M. - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title	e of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and 8	3. Price of	9. Nu
Deriva	tive Conversio	on (Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Securit	ty or Exercis	e	any	Code	of	(Month/Day/	Year)	Underlyi	ing S	Security	Secui
(Instr.	3) Price of		(Month/Day/Year)	(Instr. 8)	nstr. 8) Derivative Securities			Securitie	es (	Instr. 5)	Bene
	Derivative	e						(Instr. 3 a	and 4)		Own
	Security	Acquired									Follo
	Ť	(A) or									Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
						Date	Expiration	or Title Ni	umber		
						Exercisable	Date	of			
				Code V	(A) (D)				nares		
				Code v	(A) $(D)$			31.	iaics		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Couch Robert M.
AMERICAN CAPITAL AGENCY CORP.
2 BETHESDA METRO CENTER, 14TH FLOOR
BETHESDA, MD 20814



## **Signatures**

/s/ Samuel Flax, as Attorney-in-Fact

07/29/2011

\*\*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).
- These shares of Common Stock were granted to the Reporting Person under the American Capital Agency Corp. Equity Incentive Plan (1) for independent directors. The Common Stock will vest, subject to certain limitations, ratably over a three-year period beginning on the date of grant.

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.

Reporting Owners 2