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NORDBERG E WAYNE

Form 4 May 25, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

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obligations may continue.

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(b).

(Last)

(City)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * NORDBERG E WAYNE

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

X_ Director

ANNALY CAPITAL MANAGEMENT INC [NLY]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 05/23/2018

Officer (give title

10% Owner Other (specify

C/O ANNALY CAPITAL MANAGEMENT, INC., 1211 AVENUE OF THE AMERICAS

(State)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Ι

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10036

3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 6. Ownership 7. Nature of 5. Amount of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s)

(Instr. 3 and 4) Price Code V Amount (D)

9,000

Common D 43,250 Stock

By Olivia Common Nordberg Ι 10,000 Stock Trust

Common

Stock

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

By Spouse

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SEC 1474 (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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock (1)	\$ 15.61					<u>(1)</u>	09/19/2018	Common Stock	20,000
Option to purchase Common Stock (1)	\$ 13.25					<u>(1)</u>	04/22/2019	Common Stock	50,000
Deferred Stock Units	<u>(2)</u>	05/23/2018		A	12,858	(2)	(2)	Common Stock	12,858

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
NORDBERG E WAYNE					
C/O ANNALY CAPITAL MANAGEMENT, INC.	X				
1211 AVENUE OF THE AMERICAS	Λ				
NEW YORK, NY 10036					

Signatures

/s/ Anthony C. Green, as Attorney-in-Fact for E. Wayne
Nordberg

05/25/2018

**Signature of Reporting Person Date

Reporting Owners 2

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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. All options are currently vested.
- The Deferred Stock Units ("DSUs") convert to shares of Common Stock on a one-for-one basis one year after the date of grant unless the
- (2) director elects to defer the settlement of the DSUs until after a termination of service pursuant to the Annaly Capital Management, Inc. 2010 Equity Incentive Plan.
- (3) Reflects the aggregate amount of DSUs granted during the tenure of the respective director net of any conversions, including 23,151 DSUs acquired pursuant to dividend reinvestments for which no additional price was paid.

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.