

SEGALAS DONNELL  
Form 4  
May 25, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
SEGALAS DONNELL

2. Issuer Name and Ticker or Trading Symbol  
ANNALY CAPITAL  
MANAGEMENT INC [NLY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/23/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

(Street)

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

NEW YORK, NY 10036

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 102,450   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 3,000   | I  | See note <u>(1)</u>               |
| Common Stock                    |                                      |  |                                |   | 450   | I  | See note <u>(2)</u>               |
| Common Stock                    |                                      |  |                                |   | 450   | I  | See note <u>(2)</u>               |
|                                 |                                      |  |                                |   | 500   | D <u>(3)</u>   |                                   |

|              |       |                  |                         |
|--------------|-------|------------------|-------------------------|
| Common Stock |       |                  |                         |
| Common Stock | 500   | D <sup>(3)</sup> |                         |
| Common Stock | 2,100 | I                | See note <sup>(4)</sup> |

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)

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Option to purchase Common Stock <sup>(5)</sup> | \$ 15.61   |                                      |  |                                |   | 09/19/2009 09/19/2018                                    | Common Stock 20,000   |
| Option to purchase Common Stock <sup>(5)</sup> | \$ 13.25   |                                      |  |                                |   | 04/22/2010 04/22/2019                                    | Common Stock 37,500   |
| Deferred Stock Units                           | <sup>(6)</sup>   | 05/23/2018                           |  | A                              | 12,858  | <sup>(6)</sup> <sup>(6)</sup>                            | Common Stock 12,858   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SEGALAS DONNELL<br>C/O ANNALY CAPITAL MANAGEMENT, INC.<br>1211 AVENUE OF THE AMERICAS | X             |           |         |       |

NEW YORK, NY 10036

## Signatures

/s/ Anthony C. Green, as Attorney-in-Fact for Donnell  
Segalas

05/25/2018

\_\_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).
  - Represents shares of Common Stock held by The Hercules Segalas Irrevocable Trust (the "Segalas Trust") for the benefit of an immediate family member of the reporting person. The reporting person is sole trustee of the Segalas Trust. The reporting person disclaims beneficial ownership of shares of Common Stock held by the Segalas Trust.
  - (1) family member of the reporting person. The reporting person is sole trustee of the Segalas Trust. The reporting person disclaims beneficial ownership of shares of Common Stock held by the Segalas Trust.
  - (2) Represents shares of Common Stock held by daughter. The reporting person disclaims beneficial ownership of these shares.
  - (3) Represents shares of Common Stock held jointly with daughter.
    - Represents shares of Common Stock held by The Katherine Lacy Segalas Devlin Irrevocable Trust (the "Devlin Trust") for the benefit of an immediate family member of the reporting person. The reporting person is co-trustee of the Devlin Trust. The reporting person disclaims beneficial ownership of shares of Common Stock held by the Devlin Trust.
    - (4) an immediate family member of the reporting person. The reporting person is co-trustee of the Devlin Trust. The reporting person disclaims beneficial ownership of shares of Common Stock held by the Devlin Trust.
    - (5) 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 reporting person 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. The reporting person has elected such deferred settlement for all DSUs reported above.
      - (6) reporting person 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. The reporting person has elected such deferred settlement for all DSUs reported above.
      - (7) Reflects the aggregate amount of DSUs granted during the tenure of the respective director net of any conversions, including 16,097 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.