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FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE

Form DEFA14A

April 04, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**SCHEDULE 14A
(RULE 14a-101)**

**SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2)).
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to §240.14a-12.

Federal National Mortgage Association
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

- Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1. Amount previously paid:
2. Form, Schedule or Registration Statement No.:
3. Filing Party:
4. Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on May 20, 2008. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The following materials are available at www.fanniemae.com: Proxy Statement / 2007 Annual Report to Shareholders You can also view these materials at www.proxyvote.com with the 12 Digit Control number (located on the following page). If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery, please make the request as instructed below on or before May 5, 2008. Shareholders may request paper copies of the proxy materials for the 2008 Annual Meeting of Shareholders or for all meetings. To request material: Internet: www.proxyvote.com Telephone: 1-800-579-1639 **Email: sendmaterial@proxyvote.com **If requesting material by e-mail please send a blank e-mail with the 12 Digit Control number (located on the following page) in the subject line. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor. Mailstop: 1H-2S/05 3900 Wisconsin Avenue NW FANNIE MAE Washington, DC 20016-2892 2008 Annual Meeting of Shareholders May 20, 2008 R1FMA1

Meeting Date, Time and Location How To Vote In Person The Fannie Mae 2008 Annual Meeting of Shareholders Should you choose to attend the meeting and vote these (For beneficial owners as of March 21, 2008) shares in person, you will need personal identification and, To be held on May 20, 2008 at 10:00 A.M. (local time) unless you are a record holder of common stock, evidence of Location: your ownership of Fannie Mae common stock as of the close The Westin New Orleans Canal Place of business on the record date, March 21, 2008. Please 100 Rue Iberville check the proxy statement for requirements for meeting New Orleans, LA 70130 attendance. See the next page for Voting Items and instructions on How To Vote By Internet ® Meeting Directions From the East From the West Follow Interstate 10 West to New Orleans Follow Interstate 10 East through the business district Take Exit 238B (Canal Street) Take Exit 234B Poydras/Superdome Take a left on Canal Street and continue approximately 1 mile Proceed approximately 1 mile Pass Tchoupitoulas Street and make a U-turn Take a left on South Peters Take a right on South Peters · Cross Canal Street Turn right on Iberville and proceed to the hotel Take a right on Iberville and proceed to the hotel From the North Follow Interstate 49 South towards Alexandria Merge onto Interstate 10 East towards Baton Rouge Take Exit 234B on the left towards Poydras St./Superdome Proceed straight onto Poydras Take a left onto S. Peters Take a right onto Iberville and proceed to the hotel R1FMA2

Voting items

The Board of Directors recommends a vote FOR Proposals 1 and 2. COMPANY PROPOSALS

1. Proposal to elect 12 directors

01) Stephen B. Ashley 07) Daniel H. Mudd 02) Dennis R. Beresford 08) Leslie Rahl 03) Louis J. Freeh 09) John C. Sites, Jr. 04) Brenda J. Gaines 10) Greg C. Smith 05) Karen N. Horn, Ph.D. 11) H. Patrick Swygert 06) Bridget A. Macaskill 12) John K. Wulff

2. Proposal to ratify the selection of Deloitte & Touche LLP as independent registered public accounting firm for 2008.

The Board of Directors recommends a vote AGAINST Proposal 3.

SHAREHOLDER PROPOSAL

3. Proposal to authorize cumulative voting.

How To Vote By Internet

To vote *now* by Internet, go to **WWW.PROXYVOTE.COM**.

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on May 19, 2008. Have your notice in hand when you access the web site and follow the instructions. No personal information other than the 12 Digit Control number (located to the right) is necessary to execute a proxy. R1FMA3