

FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE
Form 8-A12G
July 29, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION
12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
Federal National Mortgage Association
(Exact name of registrant as specified in its charter)
Fannie Mae

Federally Chartered Corporation
(State of incorporation or
organization)

52-0883107
(I.R.S. Employer Identification
No.)

3900 Wisconsin Avenue,
NW Washington, DC
(Address of principal executive
offices)

20016
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act: **None**

Title of each class
to be so registered
None

Name of each exchange on which
each class is to be registered
None

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **Not Applicable**

Securities to be registered pursuant to Section 12(g) of the Act:

Variable Rate Non-Cumulative Preferred Stock, Series O, stated value \$50 per share
(Title of class)

5.375% Non-Cumulative Convertible Series 2004-1 Preferred Stock,
stated value \$100,000 per share
(Title of class)

5.10% Non-Cumulative Preferred Stock, Series E, stated value \$50 per share
(Title of class)

5.25% Non-Cumulative Preferred Stock, Series D, stated value \$50 per share
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The Certificate of Designation of Terms of Non-Cumulative Preferred Stock, Series O filed with the Securities and Exchange Commission (the SEC) on January 4, 2005 as Exhibit 4.2 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of Non-Cumulative Convertible Series 2004-1 Preferred Stock filed with the SEC on January 4, 2005 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 5.10% Non-Cumulative Preferred Stock, Series E filed with the SEC on March 31, 2003 as Exhibit 4.2 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 5.25% Non-Cumulative Preferred Stock, Series D filed with the SEC on March 31, 2003 as Exhibit 4.1 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

Item 2. Exhibits.

4.1 The Certificate of Designation of Terms of Non-Cumulative Preferred Stock, Series O filed with the SEC on January 4, 2005 as Exhibit 4.2 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

4.2 The Certificate of Designation of Terms of Non-Cumulative Convertible Series 2004-1 Preferred Stock filed with the SEC on January 4, 2005 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

4.3 The Certificate of Designation of Terms of 5.10% Non-Cumulative Preferred Stock, Series E filed with the SEC on March 31, 2003 as Exhibit 4.2 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

4.4 The Certificate of Designation of Terms of 5.25% Non-Cumulative Preferred Stock, Series D filed with the SEC on March 31, 2003 as Exhibit 4.1 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Federal National Mortgage Association

Date July 28, 2008

By /s/ POLLY N. KLANE

Polly N. Klane

Senior Vice President & Deputy General

Counsel

Index to Exhibits

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