

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

**SCHEDULE 14A**

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**

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(Name of Registrant as Specified In Its Charter)

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(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)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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- Fee paid previously with preliminary materials.
- 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:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**EXPLANATORY NOTE**

This DEFA14A submission is being refiled solely for the purpose of including the Schedule 14A cover page which was inadvertently omitted from the original filing on November 2, 2007.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on December 14, 2007.**

*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](http://www.fanniemae.com):

Proxy Statement / 2006 Annual Report to Shareholders

You can also view these materials at [www.investorEconnect.com](http://www.investorEconnect.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 December 1, 2007.

Shareholders may request paper copies of the proxy materials for the 2007 Annual Meeting of Shareholders or for all meetings.

To request material: Internet: [www.investorEconnect.com](http://www.investorEconnect.com) Telephone: 1-800-579-1639 \*\*Email: [sendmaterial@investorEconnect.com](mailto:sendmaterial@investorEconnect.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.

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Mailstop: TH-25105  
3900 Wisconsin Avenue NW  
Washington, DC 20016-2892

**FANNIE MAE**  
**2007 Annual Meeting of Shareholders**  
**December 14, 2007**

1-BROADRIDGEXXXXXXXXXXXXXXXXXXXXXXXXX40  
2-FINANCIAL SOLUTIONSXXXXXXXXXXXXXXXXXX40  
3-ATTENTION:XXXXXXXXXXXXXXXXXXXXXXXXX40  
4-TEST PRINT  
5-51 MERCEDES WAY  
6-EDGEWOOD,  
7-NY  
8-11717

1 OF 2  
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**Meeting Date, Time and Location**

The Fannie Mae 2007 Annual Meeting of Shareholders  
(For beneficial owners as of October 22, 2007)  
To be held on December 14, 2007 at 10:00 A.M. (local time)  
Location: Hilton Washington  
1919 Connecticut Avenue, NW  
Washington, DC 20009



**How To Vote In Person**

Should you choose to attend the meeting and vote these shares in person, you will need personal identification and, unless you are a record holder of common stock, evidence of your ownership of Fannie Mae common stock as of the close of business on the record date, October 22, 2007. Please check the proxy statement for requirements for meeting attendance.

*See the next page for Voting Items and Instructions on How To Vote By Internet* →

**Meeting Directions**

**From points North:**

Take **I-95 South** towards Washington  
Merge onto **I-495 West**/Capital Beltway  
Take exit 288 - New Hampshire Ave NE toward Takoma Park  
Turn right on Park Road NW  
Turn left on 14<sup>th</sup> Street NW  
Turn right on Columbia Road NW  
Turn right on California Street NW  
Turn left on Connecticut Avenue NW  
End at 1919 Connecticut Avenue NW

**From points South:**

Take **I-95 South** towards Washington  
Take **I-395 North** via exit 170A-B/1-495 Tysons Corner  
Take **US-1 North** toward downtown  
Go onto 14<sup>th</sup> Street  
Turn left on K Street NW  
Turn right on Connecticut Avenue NW  
End at 1919 Connecticut Avenue NW

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**Voting Items**

The Board of Directors recommends a vote FOR Proposals 1, 2 and 3.

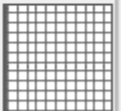
1. Proposal to elect 12 directors
 

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 2007.
3. Proposal to approve an amendment to the Fannie Mae Stock Compensation Plan of 2003.

The Board of Directors recommends a vote AGAINST Proposals 4 and 5.

4. Proposal to require shareholder advisory vote on executive compensation.
5. Proposal to authorize cumulative voting.

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**How To Vote By Internet**

To vote now by Internet, go to [WWW.PROXYVOTE.COM](http://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 December 13, 2007. 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.

CONTROL # → 0000 0000 0000

BROADRIDGEXXXXXXXXXXXXXXXXXXXX-40  
FINANCIAL SOLUTIONS  
ATTENTION:  
TEST PRINT  
51 MERCEDES WAY  
EDGEWOOD, NY  
11717

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**NAME**

THE COMPANY NAME INC. - COMMON	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS A	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS B	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS C	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS D	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS E	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS F	123,456,789,012.12345
THE COMPANY NAME INC. - 401 K	123,456,789,012.12345

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