

**Form 3**

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person* <b>Benson, David C.</b> (Last) (First) (Middle) <b>c/o Fannie Mae</b> <b>3900 Wisconsin Avenue NW</b> (Street Address) <b>DC</b> <b>20016</b> (City) (State) (Zip)		2. Date of Event Requiring Statement (Month/Day/Year) <b>08/27/2008</b>	3. Issuer Name and Ticker or Trading Symbol <b>FEDERAL NATIONAL MORTGAGE ASSOCIATION</b> <b>FANNIE MAE [FNM]</b>	5. If Amendment, Date Original Filed (Month/Day/Year) <b>09/08/2008</b>
4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ Officer (give title below) ___ Other (specify below) EVP - Capital Mkts & Treasury		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person <input type="checkbox"/>		

**Table 1 - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock</b>	<b>18,806</b>	<b>I</b>	<b>By Trust</b>
<b>Common Stock</b>	<b>37,631</b>	<b>D</b>	

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.

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

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

**Signatures**

**Suzanne A. Barr, Attorney-In-Fact for David C. Benson**      09/12/2008

\_\_\_\_\_  
Signature of Reporting Person      Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

**Remarks:**

This form has been amended to report that 18,806 shares held by the reporting person are held indirectly. The original Form 3 incorrectly reported that all of the reporting person's shares were directly held.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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