

# FORM 3

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

(Print or Type)

1. Name and Address of Reporting Person* <b>KNIGHT LINDA</b>			2. Date of Event Requiring Statement (Month/Day/Year) <b>03/01/2006</b>		3. Issuer Name <b>and</b> Ticker or Trading Symbol <b>FEDERAL NATIONAL MORTGAGE ASSOCIATION (FANNIE MAE) FNM</b>		
(Last) (First) (Middle) <b>3900 WISCONSIN AVENUE, NW</b>			4. Relationship of Reporting Person to Issuer(s) (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP - Capital Markets</b>			5. If Amendment, Date Original Filed (Month/Day/Year) <b>03/10/2006</b>	
(Street) <b>WASHINGTON DC 20016</b>						6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)			<b>Table I -- Non-Derivative Securities Beneficially Owned</b>				
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)	
Common Stock			18.515		I	By Son	

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

\* If the form is filed by more than one reporting person, see Instructions 5(b)(v).

**Persons who respond to the collection of the information contained in this form are not required to respond unless the form displays a currently valid OMB control number**

SEC 1473 (7-02)

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 Securities (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Remarks:** See attached remarks page.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
see 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

/s/ Linda Knight

03/24/2006

\_\_\_\_\_  
\*\* Signature of Reporting Person

\_\_\_\_\_  
Date

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 control number.

**Remarks:** This form has been amended to correctly report the number of shares held by the reporting person's son. The original Form 3 incorrectly reported 12 shares of common stock, as did a Form 4 filed by the reporting person after her original Form 3 was filed.