

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

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OMB Number: 3235-0104 Expires: January 31, 2005

Estimated average burden hours per response . . . 0.5

| 1. | Name and Addre | ss of Reporti | ng Person* | 2. | Date of Event | 4. | Issuer Name and Ti | icke | er or Trading Symbo | DI | | | | |
|---------------------------|---------------------|---------------|------------|--|--|--|--|-----------|---|--|--|--|--|--|
| | Daniel H. Mudd | | | Requiring Statement | | Federal National Mortgage Association (Fannie Mae) FNM | | | | | | | | |
| | First | Middle | Last | (Month/Day/Year) | | 5. | 5. Relationship of Rep | | | 6. If Amendment, Date of Original (Month/Day/Year) | | | | |
| | | | | | March 31, 2003 | | Issuer (Check all Ap | | , | | | | | |
| 3900 Wisconsin Avenue, NW | | | | I.R.S. Identification | | Other (specify | | 10% Owner | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| | Street | | | Number of Reporting Person, if an entity | | | | | Officer | Form filed by One Reporting Person | | | | |
| | Washington | DC | 20016 | | | | | | (give title below) | Form filed by More than One Reporting Person | | | | |
| | City | State | Zip | | | | | | | | | | | |
| | | | | | Table I - Non | -De | erivative Securities | Ве | eneficially 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) | | | | |
| Cc | ommon Stock | | | | 68,405 | | D | | | | | | | |
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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 personsee instruction 5(b)(v).

FORM 3 (continued)

Table II - Derivative Securities Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities

| (e.g., puts, cans, warrants, options, convertible securities | | | | | | | | | | | |
|--|----|----------------|------------------------|----|-------------------------|-----------------------|---|----|---------------------|----|----------------------|
| Title of Derivative Security (Instr. | 2. | Date Exercisal | ole and Expiration | 3. | Title and Amount of Sec | curities Underlying 4 | Conversion or | 5. | Ownership Form | 6. | Nature of Indirect |
| 4) | | Date (Mon | th/Day/Year) | | Derivative Securi | ity (Instr 4.) | Exercise Price of | | of Derivative | | Beneficial Ownership |
| , | | ` | , , | | | , , | Derivative | | Security: Direct | | (Instr. 5) |
| | | | | | | | Security | | (D) or Indirect (I) | | () |
| | | | | | | Amount or | Coodility | | (Instr 5) | | |
| | | D. C. | | | | | | | (11130 3) | | |
| | | Date | | | | Number of | | | | | |
| | | Exercisable | Expiration Date | | Title | Shares | | | | | |
| Employee Stock Option (right to | | | | | | | | | | | |
| buy) | | (1) | 2/23/10 | | Common Stock | 114,855 | \$52.7813 | | D | | |
| | | | | | | | | | | | |
| Employee Stock Option (right to | | | | | | | | | | | |
| buy) | | (2) | 1/18/10 | | Common Stock | 116,710 | \$52.7813 | | D | | |
| | | | | | | - , - | , | | | | |
| Employee Stock Option (right to | ı | | | | | | | | | 1 | |
| | | (3) | 11/21/10 | | Common Stock | 89,730 | \$77.095 | | D | | |
| buy) | | (3) | 11/21/10 | | Common Stock | 09,730 | φ11.095 | | D | | |
| Frankria Stark Ortion (right to | | | 1 | | | 1 | | | | | |
| Employee Stock Option (right to | | (4) | 4.4/00/4.4 | | | 07.404 | *** | | | | |
| buy) | | (4) | 11/20/11 | | Common Stock | 87,194 | \$80.95 | | D | | |
| | | | l | | | <u> </u> | | | | | |
| Employee Stock Option (right to | | | | | | | | | | | |
| buy) | | (5) | 1/21/13 | | Common Stock | 82,918 | \$69.43 | | D | | |
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| | /s/ Daniel H. Mudd | March 31, 2003 |
|--|----------------------------------|----------------|
| Explanation of Responses: | ** Signature of Reporting Person | Date |
| See footnotes on Schedule 1 attached hereto and incorporated herein by this reference. | | |
| | | |
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| | | |

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Schedule 1

Daniel H. Mudd

Form 3 (continued) Explanation of responses:

- (1) 86,141 options are currently exercisable; the balance vests on February 23, 2004.
- Vesting of the options is contingent upon the achievement of an aggressive earnings per share ("EPS") goal established in January 2000. If EPS equals or exceeds \$6.46 per share by December 31, 2003, the options will become exercisable in January 2004. If the EPS goal is not met, then the options instead will vest and become exercisable in 25 percent annual increments beginning in January 2005. However, if the EPS goal is not met, the Board of Directors has retained the discretion to reduce or eliminate future compensation awards to offset this vesting.
- (3) 44,865 options are currently exercisable; 22,432 options vest on November 21, 2003; and 22,433 options vest on November 21, 2004.
- (4) 21,798 options are currently exercisable; 21,799 options vest on November 20, 2003; 21,798 options vest on November 20, 2004; and 21,799 options vest on November 20, 2005.
- The options vest in four annual installments as follows: 20,729 options vest on January 21, 2004; 20,730 options vest on January 21, 2005; 20,729 options vest on January 21, 2006; and 20,730 options vest on January 21, 2007.

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LIMITED SIGNATORY POWER

By this Limited Signatory Power the undersigned authorizes and designates each of Ann Kappler and Scott Lesmes to execute and file on behalf of the undersigned all Forms 3, 4 and 5 (including any exhibits, attachments and amendments thereto) that the undersigned may be required to file with the Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Fannie Mae. The authority of Ann Kappler and Scott Lesmes under this Limited Signatory Power shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to his or her ownership of or transactions in securities of Fannie Mae, unless earlier revoked in writing. The undersigned acknowledges that Ann Kappler and Scott Lesmes are not assuming, nor is Fannie Mae assuming, any of the undersigned's responsibilities to file Forms 3, 4 and 5 or otherwise comply with any related laws or regulations.

/s/ Daniel H. Mudd

Date: March 31, 2003