FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

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

STATEMENT OF CHANGES IN 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* | | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | | 1 | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---------|---------------------|--------------------------|---|---|-------------|---|------------------|--|--|--|-------------------|--|--|
| LEVIN | ROBERT | J. | | | DERAL NATIONAL MORTGAGE FNM SOCIATION (FANNIE MAE) | | | | | (Check all application) (Check all application) | (Check all applicable) Director | | | |
| (Last) (First) (Middle 3900 wisconsin avenue, n.w. | | | 5. | 3. Date of Earliest Transaction (Month/Day/Year)01/24/2007 | | | | | | x Officer (g title below EVP and Chief Bus Officer | Other (specify below) | | | |
| (Street) WASHINGTON | DC | 20016 | 4. | If Amendment, D | ate Origin | al Filed (M | fonth/Day/Year) | | | 6. Individual or Join <u>x</u> Form filed by Or Form filed by Me | 1 0 | (Check applicable | | |
| (City) | (State) | (Zip) | | Table I Non-Derivative Securities Bene | | | | | neficially Owned | | | | | |
| 1. Title of Security (Instr. 3) | | 2. Tra act Da | | | 3. Trans- action Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following | 6. Owner- ship Form: Direct (D) or | 7. Nature of Indirect Beneficial Owner- ship | | | |
| | | | (Month/ Day/ Year) | (Month/ Day/ Year) | Code | V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | Indirect (I) (Instr. 4) | (Instr. 4) | | |
| Common Stock | | | 01/24/2007 | , | F | | 6917 (1) | D | \$56.51 | 353731 (2)(3) | D | | | |
| Common Stock | | | 01/25/2007 | , | A | | 117679 (4) | A | \$0.00 | 471410 | D | | | |

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 4(b)(v).

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OMB APPROVAL

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exercise Price of Deri- vative Security | 3. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Exec- ution Date, if any (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) | | 5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4 and 5) | | 6. Date Exer- cisable and Expiration Date (Month/Day/ Year) | | Title and Amount of Underlying Secur- ities (Instr. 3 and 4) | | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow- | 10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect | 11. Nature of Indirect Benefi- cial Ownership (Instr. 4) |
|--|--|---|--|---|---|--|-----|--|-------------------------|--|----------------------------------|---|--|--|---|
| | | | | Code | v | (A) | (D) | Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares | | ing Reported Trans- action(s) (Instr. 4) | (I) (Instr. 4) | |

Explanation of Responses:

See attached footnote page.

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

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.

/s/ Robert J. Levin 01/26/2007

** Signature of Reporting Person

Date

| FORM 4 (continued) | FOOTNOTES |
|--------------------|--|
| 1 | These shares were withheld by Fannie Mae for payment of tax liability upon the vesting of 19,564 shares. |
| 2 | Under Fannie Mae's Performance Share Program, as a member of Fannie Mae's senior management, the reporting person has previously received awards that entitle the reporting person to receive shares of Fannie Mae common stock in an amount based upon and subject to Fannie Mae's meeting corporate performance objectives over three-year periods. Generally, Fannie Mae's Compensation Committee determines in January of the year following completion of the cycle the number of shares of common stock each awardee is entitled to receive, and the shares are paid out in two annual installments that January. (Footnote 2 is continued in 3 below.) |
| 3 | For the three-year performance cycle completed in 2003, the reporting person was determined in January 2004 to be entitled to receive 29,085 shares, of which the reporting person received 14,542 shares in accordance with the program and the balance was scheduled to be received in January 2005. As previously announced, Fannie Mae's Board of Directors and Compensation Committee have deferred payment of unpaid performance shares for the performance cycle completed in 2003. As a result, 14,543 shares scheduled to be issued to the reporting person in January 2005 have not yet been issued. These shares are included in the reporting person's total holdings above. |
| 4 | These restricted shares vest in four equal annual installments beginning in January 2008, subject to accelerated vesting in the event of death, disability or retirement. |

BOWNEFILE16*