## FORM 4

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

	APPROVAL
OIVIB	APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2008 Estimated average burden hours per response . . . 0.5

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

### 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

(Print or Type Responses)			•	_					•				
1. Name and Address of Reporting P	erson*			2. Issu	ier Name and	Ticker or T	Γrading Sy	mbol			5. Relationship of Re	eporting Person(s)	to Issuer
WILKINSON	BETH	FEDERAL NATIONAL MORTGAGE FNM ASSOCIATION (FANNIE MAE)							(Check all applicabl	10% Owner			
(Last) (First) (Middle) 3900 WISCONSIN AVENUE NW			e)		e of Earliest T	ransaction	(Month/D	ay/Year)	x Officer (given title below)  EVP and General Co	Other (specify below)			
(Street) WASHINGTON	20016		4. If A	amendment, Da	ate Origina	al Filed (M	onth/Day/Year)			X Form filed by One	6. Individual or Joint/Group Filing (Check and x Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)				Т	able I 1	Non-Derivat	neficially Owned				
1. Title of Security (Instr. 3)			2. Tranacti Dat	ion te	2A. Deemed Execution Date, if any	3. Transaction 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 Ownership
			(Mont Day/ Year)	th/	(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			01/25/2	2007		А		48898 (1)	Α	\$0.00	73898	D	

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

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 1474 (9-02)



<sup>\*</sup> If the form is filed by more than one reporting person, see Instructions 4(b)(v).

#### FORM 4 (continued)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date  (Month/ Day/ Year)	3A. Deemed Execution Date, if any  (Month/ Day/ Year)	4. Trans action Code (Instr	1	ative Sec quired (A posed of	quired (A) or Disposed of (D)  Exp		le and ration ath/Day/	e and Underlying Secur- ities (Instr. 3 and 4)			9.  Number of derivative Securities Beneficially Owned Follow-	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	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)	(Instr. 4)	

**Explanation of Responses:** See attached footnote page.

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.

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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\*\* Signature of Reporting Person

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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.