## FORM 4

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

APPROVAL

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# 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)

Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
WILLIAMS	MICHAEL	J.	FEDERAL NATIONAL MORTGAGE FNM ASSOCIATION (FANNIE MAE)	(Check all applicable) Director 10% Owner			
(Last) 3900 WISCONSIN AVENU	(First) DE, NW	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/17/2007	x Officer (give title below) Other (specify below)			
(Street) WASHINGTON	DC	20016	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check applicable)  x Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I Non-Derivative Securities Bene	ficially Owned			



1. Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution Date, if any  (Month/ Day/ Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Owner- ship Form: Direct	7. Nature of Indirect Beneficial Owner-
	(Month/ Day/ Year)		(			(A)		Following Reported Transaction(s)	(D) or Indirect (I)	ship
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	10/17/2007		М		11920	А	\$51.72	259403.336	D	
Common Stock	10/17/2007		F		10736 (1)	D	\$62.99	248667.336	D	
Common Stock								875.87	I	By ESOP
Common Stock								700	ı	By Reporting Person as UGMA custodian for daughter

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)	curity sion or action		3A. Deemed Execution Date, if any  (Month/ Day/ Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Secur- ities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9.  Number of deriv- ative Secur- ities Bene- ficially Owned Follow-	Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect	11.  Nature of Indirect Benefi- cial Ownership (Instr. 4)
Employee Stock Option	\$51.72	10/17/2007		Code	V	(A)	(D)	Date Exer- cisable	Expiration Date	Title	Amount or Number of Shares	\$0.00	ing Reported Trans- action(s) (Instr. 4)	(I) (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.

see 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

\*\* Signature of Reporting Person

Date

FORM 4 (continued)	FOOTNOTES
1	These shares were withheld by Fannie Mae for payment of the exercise price and tax liability upon the exercise of 11,920 stock
2	options. The options vested in four equal annual installments beginning on the date shown.