

---

---

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

**FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION  
12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

**Federal National Mortgage Association**

(Exact name of registrant as specified in its charter)

**Fannie Mae**

**Federally Chartered Corporation**  
(State of incorporation or  
organization)

**3900 Wisconsin Avenue,  
NW Washington, DC**  
(Address of principal executive  
offices)

**52-0883107**  
(I.R.S. Employer Identification  
No.)

**20016**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
**Common Stock, without par value**

Name of each exchange on which  
each class is to be registered  
**New York Stock Exchange  
Chicago Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **Not Applicable**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

**None**  
(Title of class)

---

---

## **INFORMATION REQUIRED IN REGISTRATION STATEMENT**

### **Item 1. Description of Registrant's Securities to be Registered.**

Registrant previously registered its common stock under Section 12(g) of the Exchange Act in a registration statement on Form 10 (the "Form 10") filed with the Securities and Exchange Commission (the "SEC") on March 31, 2003. Item 11 "Description of Registrant's Securities to be Registered" of the registrant's Form 10 is incorporated by reference into this registration statement.

### **Item 2. Exhibits.**

- 3.1 The Fannie Mae Charter Act filed with the SEC as Exhibit 3.1 to the registrant's Form 10 is incorporated by reference into this registration statement.
- 3.2 The registrant's Bylaws filed with the SEC on March 6, 2008 as Exhibit 3.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

## **SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

### **Federal National Mortgage Association**

Date July 28, 2008

By /s/ POLLY N. KLANE

\_\_\_\_\_  
Polly N. Klane  
Senior Vice President & Deputy General Counsel

## **Index to Exhibits**

<b>Exhibit No.</b>	<b>Exhibit</b>
3.1	The Fannie Mae Charter Act filed with the SEC on March 31, 2003 as Exhibit 3.1 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.
3.2	The registrant's Bylaws filed with the SEC on March 6, 2008 as Exhibit 3.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.