# 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** 52-0883107 (I.R.S. Employer Identification No.) (State of incorporation or organization) 3900 Wisconsin Avenue. NW Washington, DC 20016 (Address of principal executive offices) (Zip Code) Securities to be registered pursuant to Section 12(b) of the Act: Title of each class Name of each exchange on which each class is to be registered to be so registered 8.25% Non-Cumulative Preferred Stock, New York Stock Exchange Series T, stated value \$25 per share 8.75% Non-Cumulative Mandatory Convertible Preferred Stock, Series 2008-1, stated value \$50 per share New York Stock Exchange Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S, stated value \$25 per share New York Stock Exchange 7.625% Non-Cumulative Preferred Stock, Series R, stated value \$25 per share **New York Stock Exchange** 6.75% Non-Cumulative Preferred Stock, Series Q, stated value \$25 per share New York Stock Exchange Variable Rate Non-Cumulative Preferred Stock. Series P, stated value \$25 per share New York Stock Exchange 5.50% Non-Cumulative Preferred Stock, Series N, stated value \$50 per share New York Stock Exchange 4.75% Non-Cumulative Preferred Stock, Series M, stated value \$50 per share **New York Stock Exchange** 5.125% Non-Cumulative Preferred Stock, Series L, stated value \$50 per share New York Stock Exchange 5.375% Non-Cumulative Preferred Stock, Series I, stated value \$50 per share **New York Stock Exchange** 5.81% Non-Cumulative Preferred Stock, Series H, stated value \$50 per share New York Stock Exchange

Series G, sated value \$50 per share

Variable Rate Non-Cumulative Preferred Stock,
Series F, stated value \$50 per share

Variable Rate Non-Cumulative Preferred Stock,

New York Stock Exchange

Series F, stated value \$50 per share

New York 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.  $\square$ 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.  $\square$ 

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.

The Certificate of Designation of Terms of 8.25% Non-Cumulative Preferred Stock, Series T filed with the Securities and Exchange Commission (the "SEC") on May 19, 2008 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 8.75% Non-Cumulative Mandatory Convertible Preferred Stock, Series 2008-1 filed with the SEC on May 14, 2008 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series S filed with the SEC on December 11, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 7.625% Non-Cumulative Preferred Stock, Series R filed with the SEC on November 21, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 6.75% Non-Cumulative Preferred Stock, Series Q filed with the SEC on October 5, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series P filed with the SEC on September 28, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 5.50% Non-Cumulative Preferred Stock, Series N filed with the SEC on November 14, 2003 as Exhibit 4.1 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 4.75% Non-Cumulative Preferred Stock, Series M filed with the SEC on August 14, 2003 as Exhibit 4.2 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 5.125% Non-Cumulative Preferred Stock, Series L filed with the SEC on May 15, 2003 as Exhibit 4.2 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 5.375% Non-Cumulative Preferred Stock, Series I filed with the SEC on March 31, 2003 as Exhibit 4.6 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of 5.81% Non-Cumulative Preferred Stock, Series H filed with the SEC on March 31, 2003 as Exhibit 4.5 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series G filed with the SEC on March 31, 2003 as Exhibit 4.4 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series F filed with the SEC on March 31, 2003 as Exhibit 4.3 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.

#### Item 2. Exhibits.

- 4.1 The Certificate of Designation of Terms of 8.25% Non-Cumulative Preferred Stock, Series T filed with the SEC on May 19, 2008 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
- 4.2 The Certificate of Designation of Terms of 8.75% Non-Cumulative Mandatory Convertible Preferred Stock, Series 2008-1 filed with the SEC on May 14, 2008 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
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- 4.4 The Certificate of Designation of Terms of 7.625% Non-Cumulative Preferred Stock, Series R filed with the SEC on November 21, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
- 4.5 The Certificate of Designation of Terms of 6.75% Non-Cumulative Preferred Stock, Series Q filed with the SEC on October 5, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
- 4.6 The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series P filed with the SEC on September 28, 2007 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
- 4.7 The Certificate of Designation of Terms of 5.50% Non-Cumulative Preferred Stock, Series N filed with the SEC on November 14, 2003 as Exhibit 4.1 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.
- 4.8 The Certificate of Designation of Terms of 4.75% Non-Cumulative Preferred Stock, Series M filed with the SEC on August 14, 2003 as Exhibit 4.2 to the registrant's quarterly report on Form 10-Q is incorporated by reference into this registration statement.
- 4.9. The Certificate of Designation of Terms of 5.125% Non-Cumulative Preferred Stock, Series L filed with the SEC on May 15, 2003 as Exhibit 4.2 to the registrant's quarterly report on Form 10-O is incorporated by reference into this registration statement
- 4.10 The Certificate of Designation of Terms of 5.375% Non-Cumulative Preferred Stock, Series I filed with the SEC on March 31, 2003 as Exhibit 4.6 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.
- 4.11 The Certificate of Designation of Terms of 5.81% Non-Cumulative Preferred Stock, Series H filed with the SEC on March 31, 2003 as Exhibit 4.5 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.
- 4.12 The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series G filed with the SEC on March 31, 2003 as Exhibit 4.4 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.
- 4.13 The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series F filed with the SEC on March 31, 2003 as Exhibit 4.3 to the registrant's registration statement on Form 10 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**

Exhibit

Exhibit No.

4.1	The Certificate of Designation of Terms of 8.25% Non-Cumulative Preferred Stock, Series T filed with the SEC on May 19, 2008 as Exhibit 4.1 to the registrant's current report on Form 8-K is incorporated by reference into this registration statement.
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- 4.12 The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series G filed with the SEC on March 31, 2003 as Exhibit 4.4 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.
- 4.13 The Certificate of Designation of Terms of Variable Rate Non-Cumulative Preferred Stock, Series F filed with the SEC on March 31, 2003 as Exhibit 4.3 to the registrant's registration statement on Form 10 is incorporated by reference into this registration statement.