



# FORM 8-K

## FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE – FNM

**Filed: December 05, 2006 (period: December 04, 2006)**

Report of unscheduled material events or corporate changes.

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 4, 2006

Federal National Mortgage Association

(Exact name of registrant as specified in its charter)

Federally Chartered Corporation

000-50231

52-0883107

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

3900 Wisconsin Avenue, NW, Washington, District  
of Columbia

20016

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

202-752-7000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

On December 4, 2006, Fannie Mae (formally, the Federal National Mortgage Association) released a statement regarding the upcoming release of its Annual Report on Form 10-K for the year ended December 31, 2004, and two related investor calls scheduled for December 7, 2006 at 1 p.m. and December 8, 2006 at 11:00 a.m. The statement, a copy of which is attached as Exhibit 99.1 to this report, is incorporated herein by reference.

On December 4, 2006, Fannie Mae announced that its Board of Directors approved dividends on the company's Variable Rate Non-Cumulative Preferred Stock, Series J. The announcement, a copy of which is furnished as Exhibit 99.2 to this report, is incorporated herein by reference.

The information in this item, including both of the exhibits submitted herewith, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of Section 18, nor shall they be deemed incorporated by reference into any disclosure document relating to Fannie Mae, except to the extent, if any, expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The exhibit index filed herewith is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Federal National Mortgage Association

*December 5, 2006*

By: *G. Scott Lesmes*

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*Name: G. Scott Lesmes*

*Title: Senior Vice President and Deputy General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	December 4, 2006 News Release Regarding Planned Filing of 2004 Form 10-K and Related Investor Calls
99.2	December 4, 2006 News Release Regarding Dividend on Variable Rate Non-Cumulative Preferred Stock, Series J

# news release

Media Hotline: 1-888-326-6694  
Consumer Resource Center: 1-800-732-6643

Contact: Janis Smith 202-752-6673

Number: 3868

Date: December 4, 2006

## Fannie Mae Announces Scheduled Release of 2004 10-K with Restatement Results Company Will Host Investor/Analyst Conference Call

Fannie Mae announced its intent to file its 2004 10-K with restatement results with the Securities and Exchange Commission on Wednesday, December 6 after the market closes.

The company also intends to host a conference call for the investment community on Thursday, December 7 at 1:00 p.m. (EST) to discuss the filing. Mary Lou Christy, Vice President and Interim Head, Investor Relations, will host the call. Daniel H. Mudd, President and Chief Executive Officer, Robert T. Blakely, Chief Financial Officer and David Hisey, Senior Vice President and Controller, will address investors and analysts. They, along with other members of senior management, will be available for questions.

The timing of both the filing and the conference call may be subject to change as the company finalizes the filing.

During the conference call, investors may ask questions live during the question and answer session. Investors may also e-mail their questions in advance to *Investor\_Relations1@fanniemae.com*, and may continue to send follow-up questions to this email address during and after the call.

The dial-in number for the call is **866-233-3844** or, for international callers, **612-338-9017**. The confirmation code is **852335**. Please dial in 5 to 10 minutes prior to the start of the call. A replay of the call will be available for two weeks starting at 4:15 p.m. (EST) on December 7 through midnight (EST) on December 21. The replay number for the call is **800-475-6701** or, for international callers, **320-365-3844**. The confirmation code is **852335**.

Finally, on Friday, December 8 at 11:00 a.m. (EST), the company will also host an additional conference call to provide investors and analysts an opportunity to ask any additional technical accounting questions that were not addressed on Thursday's call. David Hisey, Scott Blackley, Senior Vice President-Accounting Policy, and Peter Niculescu, Executive Vice President-Capital Markets, will be available to answer questions. The dial-in number for the call is **866-233-3844** or, for international callers, **612-338-9017**. The confirmation code is **852358**. A replay of the additional conference call will be available at 2:30 p.m. (EST) on December 8 through midnight on December 22. The replay number for the call is **800-475-6701** or, for international callers, **320-365-3844**. The confirmation code is **852358**.

Both conference calls will be Webcast at <http://www.fanniemae.com> and will be available for 30 days after the calls.

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*Fannie Mae is a New York Stock Exchange Company. It operates pursuant to a federal charter. Fannie Mae has pledged through its American Dream Commitment to expand access to homeownership for millions of first-time home buyers; help raise the minority homeownership rate to 55 percent; make homeownership and rental housing a success for millions of families at risk of losing their homes; and expand the supply of affordable housing where it is needed most. More information about Fannie Mae can be found on the Internet at <http://www.fanniemae.com>.*

# news release

Media Hotline: 1-888-326-6694

Consumer Resource Center: 1-800-732-6643

**Contact:** Janis Smith

202-752-6673

**Number:** 3869

**Date:** December 4, 2006

## **Fannie Mae Announces Fourth Quarter 2006 Preferred Stock Series J Dividend**

WASHINGTON, DC – The Board of Directors of Fannie Mae (FNM/NYSE) today declared a fourth quarter dividend on the company's Variable Rate Non-Cumulative Preferred Stock, Series J of \$0.6715 per share.

This preferred stock dividend was declared in accordance with the Certificate of Designation of Terms for Series J, which is available in the preferred stock offering circulars section on the company's Web site, [www.fanniemae.com](http://www.fanniemae.com).

A dividend of \$0.6715 per share will be paid to the registered holders of Preferred Stock, Series J, as shown on the books of the corporation at the close of business on December 15, 2006, that is outstanding at the close of business on December 15, 2006, for the period from and including September 30, 2006, to but excluding December 31, 2006, to be payable on December 31, 2006.

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