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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):

October 17, 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 2.02 Results of Operations and Financial Condition.**

On October 23, 2006, Fannie Mae (formally, the Federal National Mortgage Association) published summary information regarding its outstanding debt for certain prior quarterly and annual periods on its website, [www.fanniemae.com](http://www.fanniemae.com). The summary, a copy of which is furnished as Exhibit 99.1 to this report, is incorporated herein by reference.

The information in this item, including Exhibit 99.1 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 it 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 document.

**Item 7.01 Regulation FD Disclosure.**

On October 17, 2006, Fannie Mae announced that its Board of Directors had declared dividends on the company's common stock and preferred stock. 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 Exhibit 99.2 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 it 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 document.

**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

*October 25, 2006*

By: */s/ David C. Hisey*

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*Name: David C. Hisey*

*Title: Senior Vice President and Controller*

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## Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Summary information on outstanding debt published by Fannie Mae on October 23, 2006
99.2	News release, dated October 17, 2006, regarding common and preferred stock dividends

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**Fannie Mae Debt Outstanding<sup>1</sup>**  
**2003 through September 30, 2006**

<b>Debt Outstanding (in millions)</b>	<u>12/31/03</u>	<u>12/31/04</u>	<u>12/31/05</u>	<u>9/30/06</u>
Discount Notes	\$ 137,528	\$ 143,455	\$ 92,924	\$ 69,999
Benchmark Bills	191,315	157,501	75,000	78,500
FX Discount Notes	1,540	7,630	1,818	2,615
Other Short Term <sup>2</sup>	<u>15,622</u>	<u>11,737</u>	<u>2,799</u>	<u>1,629</u>
<b>Total Short Term</b> <sup>3</sup>	\$ 346,005	\$ 320,323	\$ 172,541	\$152,743
Short term debt average maturity (in days)	100	61	66	82
Benchmark Notes & Bonds	\$ 282,602	\$ 267,091	\$ 266,295	\$262,781
Callable Benchmark Notes	44,250	31,250	22,370	17,870
Subordinated Benchmark Notes	12,500	12,500	12,500	11,000
Other Callable & Noncallable Notes & Bonds <sup>4, 5</sup>	<u>81,601</u>	<u>323,863</u>	<u>292,538</u>	<u>322,207</u>
<b>Total Long Term</b> <sup>6, 7, 8</sup>	\$ 620,953	\$ 634,704	\$ 593,703	\$613,859
Long term debt average maturity (in months)	54	47	48	53
<b>Total Debt Outstanding</b> <sup>8</sup>	\$ 966,958	\$ 955,027	\$ 766,244	\$766,601
Total debt average maturity (in months)	36	32	38	43

## Notes:

1/ Reported amounts represent the unpaid principal balance at each reporting period or, in the case of the long-term zero coupon bonds, at maturity. Unpaid principal balance does not reflect the effect of currency adjustments, debt basis adjustments, and amortization of discounts, premiums, and issuance costs. Previously reported amounts have been revised to conform to the current period presentation.

2/ Other Short Term includes coupon-bearing short-term notes, dollar rolls, overnight Fed funds, Benchmark repos, investment agreements, and LIP security lending.

3/ Borrowings with an original contractual maturity of one year or less are reported as short term. As a result, securities which have a current maturity of one year or less, but have an original contractual maturity of greater than one year, will be categorized as long term for the purpose of this report.

4/ Other Callable & Noncallable Notes & Bonds includes all long-term non-Benchmark Securities such as globals, zero-coupon securities, medium-term notes, Final Maturity Amortizing Notes, and other long-term debt securities.

5/ Unamortized discounts and issuance costs of long-term zero coupon bonds are approximately \$10.8 billion at December 31, 2003, \$10.4 billion at December 31, 2004, \$9.9 billion at December 31, 2005, and \$10.7 billion at September 30, 2006.

6/ Net Issuance Long Term amounts represent the difference between long-term debt issued and long-term debt redeemed.

7/ Long-term debt represents borrowings with an original contractual maturity of greater than one year.

8/ Dollars in millions. Numbers may not foot due to rounding.

Numbers presented in this report are subject to change as a result of the ongoing re-audit and restatement of Fannie

Mae's financial statements for 2003 and 2004 and the preparation and completion of Fannie Mae's 2005 and 2006 financial statements and the required audits.

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FANNIE MAE

## news release

Media Hotline: 1-888-326-6694

Consumer Resource Center: 1-800-732-6643

Contact: Latressa Cox at 202-752-6707

Number: 3821

Date: October 17, 2006

### **Fannie Mae Announces Fourth Quarter Common and Preferred Stock Dividends; Company Maintains Common Stock Dividend of Twenty-Six Cents Per Share**

WASHINGTON, DC – The Board of Directors of Fannie Mae (FNM/NYSE) today declared a fourth quarter dividend on the company's common stock of twenty-six cents (\$0.26) per share, unchanged from the third quarter of 2006. The Board also declared dividends on the company's preferred stock in accordance with the terms of the preferred stock.

The dividend payments declared by the Board are as follows:

- a dividend on its outstanding common stock of \$0.26 per share;
- a dividend on its outstanding preferred stock, Series D, of \$0.65625 per share;
- a dividend on its outstanding preferred stock, Series E, of \$0.63750 per share;
- a dividend on its outstanding preferred stock, Series F, of \$0.5700 per share;
- a dividend on its outstanding preferred stock, Series G, of \$0.5738 per share;
- a dividend on its outstanding preferred stock, Series H, of \$0.7263 per share;
- a dividend on its outstanding preferred stock, Series I, of \$0.6719 per share;
- a dividend on its outstanding preferred stock, Series K, of \$0.6745 per share;
- a dividend on its outstanding preferred stock, Series L, of \$0.6406 per share;
- a dividend on its outstanding preferred stock, Series M, of \$0.5938 per share;
- a dividend on its outstanding preferred stock, Series N, of \$0.6875 per share;
- a dividend on its outstanding preferred stock, Series O, of \$0.8856 per share; and
- a dividend on its outstanding Convertible Series 2004-1 preferred stock, of \$1,343.75 per share.

The dividend payment on the common stock will be made to registered holders of common stock as shown on the books of the corporation at the close of business on October 31, 2006, to be payable on November 27, 2006.

A dividend of \$0.65625 per share will be paid to the registered holders of preferred stock, Series D, 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.

A dividend of \$0.63750 per share will be paid to the registered holders of preferred stock, Series E, 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.

A dividend of \$0.5700 per share will be paid to the registered holders of preferred stock, Series F, 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.

A dividend of \$0.5738 per share will be paid to the registered holders of preferred stock, Series G, 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.

A dividend of \$0.7263 per share will be paid to the registered holders of preferred stock, Series H, 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.

A dividend of \$0.6719 per share will be paid to the registered holders of preferred stock, Series I, 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.

In accordance with the terms of our preferred stock, Series J, on November 26, 2006, the dividend rate for Series J preferred stock will be reset to the applicable two-year swap rate plus 1.38 percent, subject to a cap of 8 percent per annum. The dividend for the period from and including September 30, 2006, to but excluding December 31, 2006, is therefore subject to the approval of our board of directors after the new rate is determined but before the payment date on December 31, 2006.

A dividend of \$0.6745 per share will be paid to the registered holders of preferred stock, Series K, 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.

A dividend of \$0.6406 per share will be paid to the registered holders of preferred stock, Series L, 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.

A dividend of \$0.5938 per share will be paid to the registered holders of preferred stock, Series M, 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.

A dividend of \$0.6875 per share will be paid to the registered holders of preferred stock, Series N, 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.

A dividend of \$0.8856 per share will be paid to the registered holders of preferred stock, Series O, 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.

A dividend of \$1,343.75 per share will be paid to the registered holders of Convertible Series 2004-1 preferred stock, 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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*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>.*