

NICULESCU PETER S
Form 4
November 22, 2005

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
NICULESCU PETER S

2. Issuer Name and Ticker or Trading Symbol
FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE [FNM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
3900 WISCONSIN AVENUE, N.W.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Mortgage Portfolio

WASHINGTON, DC 20016

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/20/2005		F	D	\$ 47.9375	79,902	D
Common Stock	11/21/2005		F	D	\$ 48.535	79,580 <u>(1)</u> <u>(2)</u>	D
Common Stock						224,699 <u>(3)</u>	I By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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result, 4,298 shares expected to be issued to the reporting person in January 2005 have not yet been issued. These shares are included in the reporting person's total holdings above.

(3) End of period holdings include additional shares acquired from the reinvestment of dividends in Issuer's ESOP through August 25, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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