### United States Securities and Exchange Commission

**Statement of Changes in Beneficial Ownership**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<table>
<thead>
<tr>
<th>1. Name and Address of Reporting Person</th>
<th>2. Issuer Name and Ticker or Trading Symbol</th>
<th>5. Relationship of Reporting Person(s) to Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>LEVIN ROBERT J</td>
<td>FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE [ FNM ]</td>
<td>Director 10% Owner</td>
</tr>
<tr>
<td>3900 WISCONSIN AVENUE, N.W.</td>
<td></td>
<td>Officer (give title below)</td>
</tr>
<tr>
<td>WASHINGTON DC 20016</td>
<td></td>
<td>EVP and Chief Business Officer</td>
</tr>
</tbody>
</table>

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

| Common Stock | 01/23/2006 | F | 295 | D | $53.06 | 285,218 (1)(2) | D |

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Explanation of Responses:

1. Under Fannie Mae's Performance Share Program, as a member of Fannie Mae's senior management, the reporting person has previously received awards that entitle the reporting person to receive shares of Fannie Mae common stock in an amount based upon and subject to Fannie Mae's meeting corporate performance objectives over three-year periods. Generally, Fannie Mae's Compensation Committee determines in January of the year following completion of the cycle the number of shares of common stock each awardee is entitled to receive, and the shares are paid out in two annual installments that January. (Footnote 1 is continued in 2 below.)

2. For the three-year performance cycle completed in 2003, the reporting person was determined in January 2004 to be entitled to receive 29,085 shares, of which the reporting person received 14,542 shares in January. (Footnote 1 is continued in 2 below.)

Remarks:

This form has been amended to correct the number of shares withheld for payment of tax liability incident to the vesting of restricted stock. The original form incorrectly reported a disposition of 324 shares of common stock.

/s/ Robert J. Levin 02/01/2006

**Signature of Reporting Person** **Date**

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

**If the form is filed by more than one reporting person, see Instruction 4(b)(v).**


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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.