**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

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1. Name and Address of Reporting Person
   
   **Wilkinson Beth**

   (Last) (First) (Middle)

   3900 WISCONSIN AVENUE NW

   WASHINGTON DC 20016

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

3. Date of Earliest Transaction (Month/Day/Year)
   
   01/25/2008

4. If Amendment, Date of Original Filed (Month/Day/Year)
   
   01/28/2008

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

   10% Owner

   X EVP and General Counsel

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

   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>01/25/2008</td>
<td>F</td>
<td></td>
<td>4,378 (1) A</td>
<td>68,757 (2) D</td>
<td>D</td>
<td>V</td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

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**Explanation of Responses:**

1. These shares were withheld by Fannie Mae to pay withholding taxes.

2. This Form 4 is being amended to correct the insider’s holdings reported in column 5.

**Remarks:**

/s/ Beth A. Wilkinson

**Signature of Reporting Person**

01/30/2008

**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.