### 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**

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

Bon Salle Andrew  
3900 Wisconsin Avenue, N.W.  
Washington, DC  20016

**2. Issuer Name and Ticker or Trading Symbol**

Federal National Mortgage Association Fannie Mae [FNMA]

**3. Date of Earliest Transaction**

01/30/2012

**4. Relationship of Reporting Person(s) to Issuer**

- Director
- 10% Owner
- Officer (give title below)
- SVP-Head Underwriting & Pricing

**5. Individual or Joint/Group Filing (Check Applicable Line)**

- Form filed by One Reporting Person
- Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>F 01/30/2012</td>
<td>D 1,913(1)</td>
<td>D 1,913(1)</td>
<td>$0.2264</td>
<td>14,524</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

**Explanation of Responses:**

1. These shares were withheld by the Issuer to pay withholding taxes due upon the vesting of restricted shares.

/s/ Andrew Bon Salle  02/01/2012

**Signature of Reporting Person**

**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.