FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL |          |  |  |  |  |  |  |  |
|--------------|----------|--|--|--|--|--|--|--|
| OMB Number:  | 3235-028 |  |  |  |  |  |  |  |

37 Estimated average burden hours per response: 0.5

## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*  BACON KENNETH J  (Last) (First) (Middle)  3900 WISCONSIN AVENUE, NW  C/O FANNIE MAE                |  |  |  |       | 3. Da 09/2                              | Issuer Name and Ticker or Trading Symbol FEDERAL NATIONAL MORTGAGE     ASSOCIATION FANNIE MAE [ FNM ]      Onte of Earliest Transaction (Month/Day/Year)     09/25/2008  4. If Amendment, Date of Original Filed (Month/Day/Year) |  |      |                  |  |                    |  |   | 6          | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title Other (specify below) below)  EVP- Housing & Community Dev.  6. Individual or Joint/Group Filing (Check Applicable |   |  |   |  |  |
|--|--|--|--|-------|---|---|--|------|------------------|--|--------------------|--|---|------------|---|---|--|---|--|--|
| (Street) WASHIN (City)   | WASHINGTON DC 20016  |  |  |       |   |   |  |      |                  |  |                    |  |   |            | Line)  X 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 |  |  |       |   |   |  |      |                  |  |                    |  |   |            |   |   |  |   |  |  |
| Date   |  |  |  |       | /Day/Year) if                           |   | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)    |      | Transaction Di   |  |                    | 4. Securities Acquired (A)<br>Disposed Of (D) (Instr. 3, |   |            | nd Secu<br>Ben<br>Own   | nount of<br>rities<br>ficially<br>ed Following<br>orted | 6. Owner<br>Form: D<br>(D) or In<br>(I) (Instr | irect<br>direct                               | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |  |
|  |  |  |  |       |   |   |  |      |                  | v  | Amount             |  | A) or<br>D)   | Price      | Tran  | saction(s)<br>r. 3 and 4)                               |  |   | (  |  |
| Common Stock 09/2  |  |  |  | 09/25 | 5/2008                                  |   |  |      |                  |  | 20,000             | 0  | D   | \$2.       | 01  | 117,283   |  |   |  |  |
| Common Stock   |  |  |  |       |   |   |  |      |                  |  |                    |  | 1,  | 100.509(1) | I   |   | By<br>ESOP                                     |   |  |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |  |  |       |   |   |  |      |                  |  |                    |  |   |            |   |   |  |   |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | ive Conversion Date Execution Date, or Exercise (Month/Day/Year) if any          |  |  |       | 4.<br>Transaction<br>Code (Instr.<br>8) |   | of<br>Deriv<br>Secu<br>Acqu<br>(A) o<br>Disp<br>of (D<br>(Inst | of I |                  | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    |  | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>and 4) |            | 8. Price o<br>Derivative<br>Security<br>(Instr. 5)  |   | Owr<br>Forr<br>Dire<br>or Ir<br>(I) (I         | ership<br>n:<br>ct (D)<br>idirect<br>nstr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |  |  |  |       | Code                                    | v   | (A)  | (D)  | Date<br>Exercisa |  | Expiration<br>Date | Title  | Ame<br>or<br>Nun<br>of<br>Sha   | ber        |   |   |  |   |  |  |

## **Explanation of Responses:**

1. End of period holdings include additional shares acquired under the Issuer's ESOP through August 29, 2008.

09/25/2008 /s/ Kenneth J. Bacon

\*\* 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).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

By this Limited Signatory Power the undersigned authorizes and designates each of Polly N. Klane, Sylvia M. Mahaffey and Suzanne A. Barr, each with full power of substitution, to execute and file on behalf of the undersigned all Forms 3, 4 and 5 (including any exhibits, attachments and amendments thereto) that the undersigned may be required to file with the Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Fannie Mae. The undersigned further authorizes and designates each of Polly N. Klane, Sylvia M. Mahaffey and Suzanne A. Barr to execute and file on behalf of the undersigned a Form ID, and any amendments thereto, to facilitate the foregoing. The authority of Polly N. Klane, Sylvia M. Mahaffey and Suzanne A. Barr under this Limited Signatory Power shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to his or her ownership of or transactions in securities of Fannie Mae, unless earlier revoked in writing. The undersigned acknowledges that Polly N. Klane, Sylvia M. Mahaffey and Suzanne A. Barr are not assuming, nor is Fannie Mae assuming, any of the undersigned's responsibilities to file Forms 3, 4 and 5 or otherwise comply with any related laws or regulations.

This Limited Signatory Power revokes any Signatory Power or Power of Attorney the undersigned has previously signed with respect to Forms 3, 4 and 5, and Form IDs, that the undersigned may be required to file with the Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Fannie Mae.

Date: April 8, 2008 Signed: /s/ Kenneth J. Bacon