## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934**

*OMB APPROVAL*  
OMB Number: 3235-0287  
Estimated average burden hours per response: 0.5

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

**Hisey David C**  
(Last)  (First)  (Middle)  
3900 WISCONSIN AVENUE, NW  
C/O FANNIE MAE  
WASHINGTON DC  20016

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

**FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE [ FMN ]**

#### 3. Date of Earliest Transaction (Month/Day/Year)

08/12/2009

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


#### 5. Relationship of Reporting Person(s) to Issuer

- Director 10% Owner  
  **X** Officer (give title below)  
  **EVP & Deputy CFO**

#### 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</th>
<th>Transaction Date</th>
<th>Deemed Execution Date, if any</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed Of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/12/2009</td>
<td>S</td>
<td>V</td>
<td>2,000 D</td>
<td>$1.11 36,890 D</td>
<td>By Reporting Person As UGMA Custodian For Daughter 1</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/12/2009</td>
<td>S</td>
<td>V</td>
<td>305 D</td>
<td>$1.11 0 I</td>
<td>By Reporting Person As UGMA Custodian For Daughter 2</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/12/2009</td>
<td>S</td>
<td>V</td>
<td>305 D</td>
<td>$1.11 0 I</td>
<td>By ESOP</td>
<td></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)

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</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>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title of Derivative Security 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>
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</tbody>
</table>

**Explanation of Responses:**

/s/ David C. Hisey  
08/14/2009  
**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.