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
   BACON KENNETH J
   (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 [ FNM ]

3. Date of Earliest Transaction (Month/Day/Year)
   01/28/2009

4. If Amendment, Date of Original Filed (Month/Day/Year)
   
5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director 10% Owner
   Officer (give title below)
   EVP- Housing & Community Dev.

6. Individual or Joint/Group Filing (Check Applicable 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

1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)
   4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
   6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
   7. Nature of Indirect Beneficial Ownership (Instr. 4)

   Code  V  Amount  (A) or (D)  Price
   Common Stock  01/28/2009  F  6,398(1)  D  $0.64  104,433  D

   Common Stock

   Code  V  Amount  (A) or (D)
   1,100,509  I

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

1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security
   3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)
   5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)
   6. Date Exercisable and Expiration Date (Month/Day/Year)
   7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)
   8. Price of Derivative Security (Instr. 5)
   9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
   10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
   11. Nature of Indirect Beneficial Ownership (Instr. 4)

   Code  V  (A)  (D)  Date Exercisable  Expiration Date  Amount or Number of Shares

   Explanation of Responses:

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

   /s/ Kenneth J. Bacon  01/30/2009
   ** 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.