
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

June 5, 2012

Federal National Mortgage Association

(Exact name of registrant as specified in its charter)

Federally Chartered Corporation

000-50231

52-0883107

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

3900 Wisconsin Avenue, NW, Washington, District
of Columbia

20016

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

202-752-7000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 5, 2012, Fannie Mae (formally, the Federal National Mortgage Association) appointed Timothy J. Mayopoulos as President and Chief Executive Officer of the company and as a member of its Board of Directors, effective June 18, 2012. As CEO, Mr. Mayopoulos will be a member of the Executive Committee of the Board.

Mr. Mayopoulos will succeed Michael J. Williams, who notified the company in January 2012 that he would step down from his position as President and Chief Executive Officer and as a member of the company's Board when a successor was appointed. Mr. Williams's resignation as President and Chief Executive Officer and as a member of the company's Board of Directors will be effective June 18, 2012. Mr. Williams is expected to remain employed by the company for a transition period following his resignation as President and Chief Executive Officer.

Once he becomes President and Chief Executive Officer, Mr. Mayopoulos, age 53, will cease serving as Fannie Mae's Executive Vice President, Chief Administrative Officer, General Counsel and Corporate Secretary, a position he has held since September 2010. Mr. Mayopoulos previously served as Fannie Mae's Executive Vice President, General Counsel and Corporate Secretary from April 2009 to September 2010. Before joining Fannie Mae, Mr. Mayopoulos was Executive Vice President and General Counsel of Bank of America Corporation from January 2004 to December 2008. He was Managing Director and General Counsel, Americas of Deutsche Bank AG's Corporate and Investment Bank from January 2002 to January 2004. He was Managing Director and Senior Deputy General Counsel, Americas of Credit Suisse First Boston from November 2000 to May 2001, and Managing Director and Associate General Counsel of Donaldson, Lufkin & Jenrette, Inc. from May 1996 to November 2000. Mr. Mayopoulos was previously in private law practice at Davis Polk & Wardwell.

Effective January 1, 2013, Mr. Mayopoulos's direct compensation will consist solely of base salary at the rate of \$600,000 per year. Mr. Mayopoulos will also continue to be eligible to receive the employee benefits described in Amendment No. 1 on Form 10-K/A to Fannie Mae's Annual Report on Form 10-K for the year ended December 31, 2011 (the "2011 Form 10-K/A"), filed with the SEC on March 9, 2012. Through December 31, 2012, Mr. Mayopoulos will earn compensation under his existing compensation arrangement, which is described in the 2011 Form 10-K/A, including deferred salary payable in 2013. He also remains eligible for a second installment of his 2011 long-term incentive award to be paid in 2013.

Fannie Mae has entered into a letter agreement with Mr. Mayopoulos, which sets forth the terms and conditions of Mr. Mayopoulos's employment as Fannie Mae's President and Chief Executive Officer. A copy of this letter agreement is filed as Exhibit 99.1 to this report on Form 8-K and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

A copy of a news release announcing Mr. Mayopoulos's appointment is attached as Exhibit 99.2 to this report and incorporated herein by reference. The exhibit submitted herewith shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of Section 18, nor shall it be deemed incorporated by reference into any disclosure document relating to Fannie Mae, except to the extent, if any, expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) The exhibit index filed herewith is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Federal National Mortgage Association

June 5, 2012

By: */s/ Michael J. Williams*

Name: Michael J. Williams

Title: President and Chief Executive Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter agreement, dated June 5, 2012, between Fannie Mae and Timothy J. Mayopoulos
99.2	News release, dated June 5, 2012

[Fannie Mae Chairman of the Board Letterhead]

June 5, 2012

Timothy J. Mayopoulos
 Fannie Mae
 3900 Wisconsin Avenue, NW
 Washington, DC 20016

Re: Your Employment as President and Chief Executive Officer of Fannie Mae

Dear Mr. Mayopoulos:

This agreement ("Agreement") sets forth the terms and conditions of Fannie Mae's employment of you as its President and Chief Executive Officer. The terms and conditions set forth herein have been approved by Fannie Mae's Board of Directors ("Board") and the Federal Housing Finance Agency ("FHFA") in consultation with the United States Department of Treasury.

1. Your employment as President and Chief Executive Officer will be effective as of June 18, 2012. As President and Chief Executive Officer, you will serve on the Board as a voting member. You will report directly to the Board. You will devote the whole of your time, attention and ability to the business of Fannie Mae and will faithfully serve Fannie Mae and use your best efforts to promote its interests.
2. Your current compensation arrangement with Fannie Mae, as described in Fannie Mae's Amendment No. 1 on Form 10-K/A to its Annual Report on Form 10-K for the year ended December 31, 2011, and in the letter from Fannie Mae to you dated March 29, 2012, will continue unchanged through December 31, 2012.
3. Effective January 1, 2013, your salary will consist solely of base salary at the rate of \$600,000 per year, paid on a bi-weekly basis. You will be paid the deferred salary that you earned for 2012 (subject to the terms of the 2012 Executive Compensation Program), and will continue to be eligible to be paid the second installment of the 2011 long-term incentive award that you received in 2011.
4. You will continue to be eligible to participate in the employee benefit programs made available to other senior officers of Fannie Mae, including the medical, life insurance, and retirement plans for non-grandfathered employees.
5. This Agreement does not create an employment contract for a specified duration. Your employment with Fannie Mae is *at-will*, which means that you and Fannie Mae separately can terminate your employment at any time, for any reason, with or without cause, and with or without advance notice to each other. The termination of your employment as President and Chief Executive Officer for any reason shall be deemed to be the termination of your membership on the Board as of the same effective date.

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6. You will continue to be bound by Fannie Mae's Dispute Resolution Policy, Code of Conduct, and Agreement on Ideas, Inventions, and Confidential Information.

To accept the terms set forth in this Agreement, please sign one copy and return it to me.

Sincerely,

 /s/ Philip A. Laskawy
 Philip A. Laskawy
 Chairman of the Board

I agree to the terms of this Agreement.

 /s/ Timothy J. Mayopoulos
 Timothy J. Mayopoulos

Date: June 5, 2012

Resource Center: 1-800-732-6643

Contact: Pete Bakel

202-752-2034

Date: June 5, 2012

Timothy J. Mayopoulos Appointed CEO of Fannie Mae

Veteran Financial Services Executive Selected to Lead the Company's Contribution to Building the Future of Housing Finance

WASHINGTON, DC – Fannie Mae (FNMA/OTC) announced today that its board of directors has appointed Timothy J. Mayopoulos, 53, as president and chief executive officer and a member of the board effective June 18, 2012. Mayopoulos, who currently serves as executive vice president, chief administrative officer, and general counsel, leads key corporate functions and the company's business transformation program.

Mayopoulos assumes leadership of Fannie Mae at a pivotal point for housing finance. Since joining Fannie Mae's executive management team three years ago, he has played a key role in rebuilding the company and leading it through fundamental change. Mayopoulos has managed critical functions, including the company's human capital strategy, communications and marketing, government and industry relations, and the legal function. He also has provided leadership and oversight of the company's long-term strategies to achieve operating excellence and its efforts to improve the housing finance system. His promotion follows an extensive search involving internal and external candidates.

"Our thorough and thoughtful evaluation of qualified and interested candidates focused on a singular goal – to secure the best leader for Fannie Mae," said Philip Laskawy, chairman of the board. "We achieved our goal by selecting Tim. He is an experienced and effective leader on a remarkable management team that has stabilized the company and positioned Fannie Mae to return value to taxpayers in the years ahead. Tim delivers a combination of proven leadership and execution focus. His deep understanding of the unique challenges Fannie Mae is facing and his effective working relationships with our regulator, management, the board, and external partners will serve the company and industry well. Tim's appointment enables the company to sustain its rebuilding efforts and to accelerate our contributions to improving the nation's housing finance system for the future."

(more)

Mayopoulos will succeed Michael J. Williams, who announced in January his decision to step down after leading the company's effective response to the housing crisis and the rebuild of the company since 2009. In the first-quarter of 2012, Fannie Mae reported a net income of \$2.7 billion and did not require funding from Treasury. The company's comprehensive income of \$3.1 billion in the first quarter of 2012 was sufficient to pay the first-quarter dividend of \$2.8 billion. To date, Fannie Mae has paid \$22.6 billion to Treasury through dividend payments.

"We have successfully completed the first phase of conservatorship and I am proud of our employees and what we have accomplished together. I know that I am leaving Fannie Mae in very capable hands with Tim as CEO," said Williams. "Tim joined Fannie Mae to make a difference and I know that he will lead the company with passion and in the public interest. We have benefited from Tim's keen intellect and ability to drive positive outcomes in the face of complex issues during three years of intense change. As Fannie Mae transitions to the next phase of conservatorship, Tim will be a champion of our dedicated employees, continue the company's progress, and help to create a stronger housing finance system."

As CEO, Mayopoulos will focus on ensuring that the company manages its legacy issues effectively, while driving the company's contributions to a better housing finance system. Under his leadership, Fannie Mae will continue to provide essential funding to the market, assist homeowners in distress, and work to strengthen the company's financial performance.

"I am honored with this extraordinary opportunity to lead Fannie Mae during this critical period," said Mayopoulos. "We have a responsibility to return value to taxpayers and to contribute our expertise and experience to building a more effective and stable housing finance system for the future. Our nation needs and deserves a better system to support sustainable homeownership. Delivering on our responsibilities is a team effort, and I will maintain a sharp focus on attracting, developing, and retaining terrific people at all levels of the company. Together, I am confident that we have what it takes to achieve our priorities."

Mayopoulos brings more than 25 years of experience to his new leadership post. Prior to joining Fannie Mae, he was executive vice president and general counsel of Bank of America Corporation. Previously, he served in senior management roles at Deutsche Bank AG, Credit Suisse First Boston, and Donaldson, Lufkin & Jenrette, Inc. Earlier in his career, Mayopoulos was in private practice. He is a graduate of Cornell University and the New York University School of Law.

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Fannie Mae exists to expand affordable housing and bring global capital to local communities in order to serve the U.S. housing market. Fannie Mae has a federal charter and operates in America's secondary mortgage market to enhance the liquidity of the mortgage market by purchasing or guaranteeing mortgage loans originated by mortgage bankers and other lenders so that they may lend to home buyers. Our job is to help those who house America.

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