STENSON TOM D

Form 4

November 29, 2012

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* STENSON TOM D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

FEDERAL AGRICULTURAL

MORTGAGE CORP [AGM]

(Check all applicable)

**Chief Operating Officer** 

(Last) (First)

(Middle)

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

\_X\_\_ Officer (give title below)

10% Owner Other (specify

C/O FARMER MAC, 1999 K

(Street)

STREET NW, 4TH FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Director

Applicable Line)

Filed(Month/Day/Year)

11/27/2012

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

WASHINGTON, DC 20006

(City)	(State) (Z	Cip) Table	I - Non-De	erivative Se	ecurit	ies Acquire	d, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIISII. 4)	
Class C Non-Voting Common Stock	11/27/2012		M	6,277 (1)	A	\$ 20.61	37,304 (2)	D	
Class C Non-Voting Common Stock	11/27/2012		S	6,277 (1) (3)	D	\$ 34.543	31,027 (2)	D	
Class C Non-Voting Common	11/28/2012		M	3,040 (1)	A	\$ 20.61	34,067 (2)	D	

#### Edgar Filing: STENSON TOM D - Form 4

$\sim$			
6.	tr	c	~

Class C Non-Voting Common Stock	11/28/2012	S	3,040 (1) (3)	D	\$ 34.505	31,027 (2)	D
Class C Non-Voting Common Stock	11/29/2012	M	12,467 (1)	A	\$ 20.61	43,494 (2)	D
Class C Non-Voting Common Stock	11/29/2012	S	12,467 (1) (3)	D	\$ 34.535	31,027 (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form

(9-02)

displays a currently valid OMB control number.

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of actionDerivative Securities 8) 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Stock Option	\$ 20.61	11/27/2012		M		6,277	05/31/2006	06/16/2015(4)	Class C Non-Voting Common Stock	6,2
Stock Option	\$ 20.61	11/28/2012		M		3,040	05/31/2006	06/16/2015(4)	Class C Non-Voting Common Stock	3,0
Stock Option	\$ 20.61	11/29/2012		M		12,467	05/31/2006	06/16/2015(4)	Class C Non-Voting Common Stock	12,

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STENSON TOM D C/O FARMER MAC 1999 K STREET NW, 4TH FLOOR WASHINGTON, DC 20006

**Chief Operating Officer** 

### **Signatures**

Stephen P. Mullery, as attorney-in-fact for Tom Stenson

11/29/2012

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* 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).
- This report reflects (on Table I) (i) the acquisition of 21,784 shares of Class C Non-Voting Common Stock through the exercise of an employee stock option acquired by the reporting person in June 2005 pursuant to former Rule 16b-3; (ii) the sale of 21,784 shares of Class C Non-Voting Common Stock; and (on Table II) (iii) the exercise of the June 2005 employee stock option. The exercise of the June 2005 employee stock option is exempt under Section 16(b) under Rule 16b-6 but is reported herein pursuant to Rule 16a-4.
- Includes 10,000, 5,000 and 4,500 shares of restricted stock granted to Mr. Stenson pursuant to the Federal Agricultural Mortgage

  Corporation's 2008 Omnibus Incentive Plan that will vest on March 31, 2013, March 31, 2014, and March 31, 2015, respectively, if the Corporation meets certain performance objectives related to business volume and portfolio charge-offs and delinquencies, as specified in the related award agreement.
- (3) Transaction effected during an open trading window for key employees of the Federal Agricultural Mortgage Corporation.
- (4) Exercisable beginning May 31, 2006 with respect to 17,302 shares, beginning May 31, 2007 with respect to 17,302 shares, and beginning May 31, 2008 with respect to 17,303 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3