STENSON TOM D Form 4 April 03, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

STENSON TOM D

FEDERAL AGRICULTURAL MORTGAGE CORP [AGM]

(Check all applicable)

Chief Operating Officer

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

C/O FARMER MAC. 1999 K

(Street)

(State)

STREET NW, 4TH FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

03/31/2012

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

WASHINGTON, DC 20006

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Dis		
(Instr. 3)		any	Code	(D)	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	

(Zip)

posed of and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned ies Acquired 5. Amount of Securities Beneficially Owned Following Reported

6. 7. Nature of Ownership Indirect Form: Direct Beneficial Ownership (D) or Indirect (I) (Instr. 4)

(A)

Price

Transaction(s)

(Instr. 3 and 4)

Class C

Stock

Non-Voting 03/31/2012 Common

F

Code V Amount

8,473

(D)

26,527 (2)

D

(Instr. 4)

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

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

Chief Operating Officer

Signatures

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

04/03/2012

**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).
- 20,000 shares of Mr. Stenson's restricted stock vested on March 31, 2012 upon the Corporation's achievement of certain performance (1) objectives related to business volume and portfolio charge-offs and delinquencies, as specified in the related award agreement. The Corporation retained 8,473 shares to satisfy tax withholding requirements.
- Includes 10,000 and 5,000 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 and March 31, 2014, respectively, if the Corporation meets certain performance objectives related to business volume and portfolio charge-offs and delinquencies, as specified in the related award

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.

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