

STENSON TOM D
Form 4/A
December 05, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
FEDERAL AGRICULTURAL MORTGAGE CORP [AGM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FARMER MAC, 1999 K STREET NW, 4TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

WASHINGTON, DC 20006

4. If Amendment, Date Original Filed(Month/Day/Year)
11/29/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | | Expiration Date | Title | Amount or Number of Shares |
|---------------------|--|----------------------|-----------------|---|---------------------------|------------|---------------------------------|-------|----------------------------|
| | | | | | (A) | (D) | | | |
| Stock Option | \$ 20.61 | 11/27/2012 | M | 6,277 <u>(1)</u> <u>(2)</u> | 05/31/2006 ⁽³⁾ | 06/16/2015 | Class C Non-Voting Common Stock | 6,2 | |
| Stock Option | \$ 20.61 | 11/28/2012 | M | 3,040 <u>(1)</u> <u>(2)</u> | 05/31/2006 ⁽³⁾ | 06/16/2015 | Class C Non-Voting Common Stock | 3,0 | |
| Stock Option | \$ 20.61 | 11/29/2012 | M | 12,467 <u>(1)</u> <u>(2)</u> | 05/31/2006 ⁽³⁾ | 06/16/2015 | 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

/s/ Stephen P. Mullery, as attorney-in-fact for Tom Stenson
12/05/2012

__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).
- (1) Transaction effected during an open trading window for key employees of the Federal Agricultural Mortgage Corporation.
 - (2) This report reflects the partial exercise of an employee stock option acquired by the reporting person in June 2005. The partial 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.
 - (3) 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.
 - (4) This amendment to new transaction on Form 4 (Form 4/A) is being filed to correct a typographical error in this field which was incorrectly described on the initial form filed by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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