

FEDERAL AGRICULTURAL MORTGAGE CORP

Form 4

August 20, 2008

FORM 4

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

OMB APPROVAL

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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 *
EDELMAN HENRY 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)
1133 21ST STREET, N.W., SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President

(Street)
WASHINGTON, DC 20036

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

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 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 (D) Price			
Class C Non-Voting Common Stock	08/18/2008		M ⁽¹⁾	5,100 A \$ 22.0833	5,100	D	
Class C Non-Voting Common Stock	08/18/2008		S ⁽¹⁾⁽²⁾	5,100 D \$ 31.6923	0	D	
Class C Non-Voting Common	08/19/2008		M ⁽¹⁾	4,700 A \$ 22.0833	4,700	D	

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Stock

Class C Non-Voting Common Stock	08/19/2008	<u>S(1)(2)</u>	4,700	D	\$	30.2842	0	D
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Class C Non-Voting Common Stock	08/20/2008	<u>M(1)</u>	8,100	A	\$	22.0833	8,100	D
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Class C Non-Voting Common Stock	08/20/2008	<u>S(1)(2)</u>	8,100	D	\$	29.8226	0	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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 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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 22.0833	08/18/2008		<u>M(1)</u>	5,100	05/31/2001 06/03/2009	Class C Non-Voting Common Stock 103,6
Employee Stock Option (right to buy)	\$ 22.0833	08/19/2008		<u>M(1)</u>	4,700	05/31/2001 06/03/2009	Class C Non-Voting Common Stock 103,6
Employee Stock Option (right to buy)	\$ 22.0833	08/20/2008		<u>M(1)</u>	8,100	05/31/2001 06/03/2009	Class C Non-Voting Common Stock 103,6

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDELMAN HENRY D 1133 21ST STREET, N.W. SUITE 600 WASHINGTON, DC 20036			President	

Signatures

Jerome G. Oslick, attorney-in-fact for Henry D. Edelman	08/20/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) This report reflects (on Table I) (i) the acquisition of a total of 17,900 shares of Class C Non-Voting Common Stock through three partial exercises of a previously partially exercised employee stock option acquired in June 1999; and (ii) the sale of a total of 17,900 shares of Class C Stock in three separate transactions; and (on Table II) the partial closing of the June 1999 employee stock option. The exercises of the June 1999 employee stock option are exempt under Section 16(b) under Rule 16b-6, but are reported herein pursuant to Rule 16a-4.
- (2) Transaction pursuant to a plan under Rule 10b5-1.

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.