

Leibold Carla A
 Form 4
 February 07, 2013

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 *
 Leibold Carla A

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Principal Accounting Officer

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

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

WASHINGTON, DC 20006

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class C Non-Voting Common Stock | 02/05/2013 | | M | (1) | 3,334 | A | \$ 7.78 3,334 D |
| Class C Non-Voting Common Stock | 02/05/2013 | | M | (1) | 1,667 | A | \$ 10.43 5,001 D |
| Class C Non-Voting Common | 02/05/2013 | | F | (1) | 1,561 | D | \$ 35.25 3,440 D |

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Stock

Class C

| | | | | | | | |
|-------------------------------|------------|---|---------------------|---|----------|-------|---|
| Non-Voting Common Stock | 02/05/2013 | D | <u>1,228</u> (1) | D | \$ 35.25 | 2,212 | D |
|-------------------------------|------------|---|---------------------|---|----------|-------|---|

Class C

| | | | | | | | |
|-------------------------------|------------|---|---------|---|---------------|-------|---|
| Non-Voting Common Stock | 02/06/2013 | S | 800 (2) | D | \$ 35.0593 | 1,412 | D |
|-------------------------------|------------|---|---------|---|---------------|-------|---|

Class C

| | | | | | | | |
|-------------------------------|------------|---|---------------------|---|---------------|---|---|
| Non-Voting Common Stock | 02/07/2013 | S | <u>1,412</u> (2) | D | \$ 34.6889 | 0 | D |
|-------------------------------|------------|---|---------------------|---|---------------|---|---|

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

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(9-02)

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 |
| Stock Appreciation Right | \$ 7.78 | 02/05/2013 | | M | 3,334 | (3) 10/07/2019 | Class C Non-Voting Common Stock |
| Stock Appreciation Right | \$ 10.43 | 02/05/2013 | | M | 1,667 | (4) 10/01/2020 | Class C Non-Voting Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Leibold Carla A
C/O FARMER MAC
1999 K STREET, NW, 4TH FLOOR
WASHINGTON, DC 20006

Principal Accounting Officer

Signatures

Anjali Desai, as attorney-in-fact for Carla A.
Leibold

02/07/2013

__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).

- Ms. Leibold received 2,212 shares of the Federal Agricultural Mortgage Corporation's Class C Non-Voting Common Stock upon net share settlement of her partial exercise of 3,334 stock appreciation rights with a grant price of \$7.78 per share and her partial exercise of 1,667 stock appreciation rights with a grant price of \$10.43 per share. Those partial exercises entitled Ms. Leibold to receive 3,773 shares of the Corporation's Class C Non-Voting Common Stock, and 1,561 shares were retained by the Corporation to satisfy tax withholding requirements arising from the exercises. Each stock appreciation right represents the right to receive, upon exercise, the number of shares of the Corporation's Class C Non-Voting Common Stock equal to the excess of the fair market value of the shares on the exercise date over the grant price.
- (1) Transaction effected pursuant to a trading plan adopted by Ms. Leibold in accordance with Rule 10b5-1.
 - (2) Exercisable beginning August 31, 2010 with respect to 1667 shares, beginning August 31, 2011 with respect to 1667 shares, and beginning August 31, 2012 with respect to 1666 shares.
 - (3) Exercisable beginning August 31, 2011 with respect to 1667 shares, beginning August 31, 2012 with respect to 1667 shares, and beginning August 31, 2013 with respect to 1666 shares.
 - (4)

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.