

Engebretsen James R
 Form 5
 February 14, 2013

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Engebretsen James R

(Last) (First) (Middle)

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

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Class C Non-Voting Common Stock | 05/29/2012 | ^ | S4 | 8,457 D | \$ 24.47 (1) 10,325 (2) | D | ^ |
| Class C Non-Voting Common | 05/30/2012 | ^ | S4 | 2,512 D | \$ 24.41 (3) 7,813 (2) | D | ^ |

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Stock

Class C

| | | | | | | | | | |
|-------------------------------|------------|---|------------------|----|---|-------------|----------------------|---|---|
| Non-Voting Common Stock | 06/29/2012 | Â | A ⁽⁴⁾ | 45 | A | \$ 26.23 | 7,858 ⁽⁴⁾ | D | Â |
|-------------------------------|------------|---|------------------|----|---|-------------|----------------------|---|---|

Class C

| | | | | | | | | | |
|-------------------------------|------------|---|------------------|----|---|-------------|----------------------|---|---|
| Non-Voting Common Stock | 09/28/2012 | Â | A ⁽⁵⁾ | 46 | A | \$ 25.74 | 7,904 ⁽⁵⁾ | D | Â |
|-------------------------------|------------|---|------------------|----|---|-------------|----------------------|---|---|

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

Persons who respond to the collection of information contained in this form are not 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 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) | 8. Price of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Engebretsen James R C/O FARMER MAC 1999 K STREET NW, 4TH FLOOR WASHINGTON, DC 20006 | Â X | Â | Â | Â |

Signatures

Anjali Desai, as attorney-in-fact for James R. Engebretsen

02/14/2013

__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).

The price reported in Column 4 is a weighted average price. These shares of Class C Non-Voting Common Stock were sold in multiple transactions at prices ranging from \$24.29 to \$24.71, inclusive. The Reporting Person undertakes to provide to the Federal Agricultural

(1) Mortgage Corporation, any security holder of the Federal Agricultural Mortgage Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to Form 4.

(2) Reflects shares held following transaction.

The price reported in Column 4 is a weighted average price. These shares of Class C Non-Voting Common Stock were sold in multiple transactions at prices ranging from \$24.27 to \$24.4178, inclusive. The Reporting Person undertakes to provide to the Federal Agricultural

(3) Mortgage Corporation, any security holder of the Federal Agricultural Mortgage Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to Form 4.

Mr. Engebretsen timely filed a Form 4 reflecting that this transaction occurred on June 29, 2012, though the amount of securities

(4) beneficially owned following the reported transaction has been revised on this Form 5 to take into account the earlier transactions that had not been timely reported on Form 4.

Mr. Engebretsen timely filed a Form 4 reflecting that this transaction occurred on September 28, 2012, though the amount of securities

(5) beneficially owned following the reported transactions has been revised on this Form 5 to take into account the earlier transactions that had not been timely reported on Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.