SEC Form 3

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| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  | OMB APPROVAL |  |  |  |
|  |  |  |  |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES** |  |  |  |  |  |
|  |  | OMB Number: | 3235-0104 |  |  |
|  |  |  |  |  |
|  |  |  | Estimated average burden |  |  |  |
|  | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[Kain Gary D](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001434805)

1. Date of Event Requiring Statement (Month/Day/Year)

01/26/2009

3. Issuer Name **and** Ticker or Trading Symbol

[American Capital Agency Corp](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001423689) [ AGNC ]

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 2 BETHESDA METRO CENTER |  |
|  | 14TH FLOOR |  |  |
|  |  |  |  |
| (Street) |  |  |
|  | BETHESDA | MD | 20814 |

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner

X Officer (give title below) Other (specify below)

CIO and SVP

1. If Amendment, Date of Original Filed (Month/Day/Year)
2. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **1. Title of Security (Instr. 4)** |  |  | **2. Amount of Securities Beneficially Owned** | **3. Ownership Form: Direct 4. Nature of Indirect Beneficial Ownership (Instr. 5)** |  |
|  |  |  | **(Instr. 4)** | **(D) or Indirect (I) (Instr. 5)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |
| Common Stock, par value $0.01 per share |  |  | 0 | D |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  | **Table II - Derivative Securities Beneficially Owned** |  |  |  |  |  |  |
|  | **(e.g., puts, calls, warrants, options, convertible securities)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| **1. Title of Derivative Security (Instr. 4)** | **2. Date Exercisable and** | **3. Title and Amount of Securities Underlying Derivative Security** | **4. Conversion or** | **5. Ownership** | **6. Nature of Indirect Beneficial** |  |
|  | **Expiration Date** | **(Instr. 4)** |  | **Exercise Price** | **Form: Direct (D) or** | **Ownership (Instr. 5)** |  |
|  | **(Month/Day/Year)** |  |  | **of Derivative** | **Indirect (I) (Instr. 5)** |  |  |  |
|  |  |  |  |  | **Security** |  |  |  |  |
|  |  |  |  | **Amount or** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | **Date** | **Expiration** |  | **Number of** |  |  |  |  |  |
|  | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |

**Explanation of Responses:**

**Remarks:**

Samuel A. Flax, as attorney-in-fact for Gary



Kain



\*\* Signature of Reporting Person

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

\* If the form is filed by more than one reporting person, *see* Instruction 5 (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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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 Number.**

02/05/2009



Date

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of John R. Erickson, Samuel A. Flax, Cydonii V. Fairfax and Pamela Powell, as

1. execute and file Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and a Form ID, Uniform Applic
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 or Form I
3. execute and file Form 144 in accordance with Rule 144 of the Securities Act of 1933, as amended, and the rules thereunder;
4. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 144 and timely fi
5. execute and file Schedules 13D and 13G in accordance with all applicable laws;
6. take any other action of any type whatsoever in connection with the foregoing, which, in the opinion of such attorney-in-fact, may be of benefit to, in the best

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or pr

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on the date set forth below.

Signature: /s/

Print Name: Gary Kain

January 27, 2009