

DYNEX CAPITAL INC  
 Form 4  
 March 14, 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 \*  
**FELMAN LEON A**  
  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**DYNEX CAPITAL INC [DX]**

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

**C/O DYNEX CAPITAL, INC., 4551 COX ROAD, SUITE 300**  
  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/12/2008**

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

**GLEN ALLEN, VA 23060**  
  
 (City) (State) (Zip)

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

**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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D Preferred Stock <sup>(1)</sup>	<u>(3)</u>	03/12/2008	P	3,200					08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock	3,200
Series D Preferred Stock <sup>(1)</sup>	<u>(3)</u>								08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock	77
Series D Preferred Stock <sup>(1)</sup>	<u>(3)</u>								08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock	10,8
Series D Preferred Stock <sup>(1)</sup>	<u>(3)</u>								08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock	30,8
Series D Preferred Stock <sup>(1)</sup>	<u>(3)</u>								08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock	9,6
Series D Preferred Stock <sup>(1)</sup>	<u>(3)</u>								08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock	11,8
Series D Preferred Stock <sup>(1)</sup>	<u>(3)</u>								08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock	2,5
Series D Preferred Stock <sup>(1)</sup>	<u>(3)</u>								08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock	62

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELMAN LEON A C/O DYNEX CAPITAL, INC.	X			

4551 COX ROAD, SUITE 300  
GLEN ALLEN, VA 23060

## Signatures

Stephen J. Benedetti,  
Attorney-In-Fact

03/14/2008

\_\_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) The full name of the Series D Preferred Stock is "Series D 9.50% Cumulative Convertible Preferred Stock."
- (2) The Series D Preferred Stock is immediately exercisable and has no expiration date.
- (3) The conversion is on a one for one basis for the underlying security.

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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