Prospectus Supplement
(To Multifamily MBS Prospectus dated September 1, 2003)

FannieMae

Guaranteed Mortgage Pass-Through Certificates
(Fixed-Rate Multifamily Balloon Residential Mortgage Loans)

The Certificates

We, the Federal National Mortgage Association or Fannie Mae, will issue and guarantee the certificates. Each certificate represents an ownership interest in the pool of one or more multifamily residential mortgage loans that are secured by multifamily properties containing at least five residential units and that are identified in the Pool Statistics and the Schedule of Loan Information attached to this prospectus supplement.

The certificates and payments of principal and interest on the certificates are not guaranteed by the United States and do not constitute a debt or obligation of the United States or any of its agencies or instrumentalities other than Fannie Mae.

You should read the Multifamily MBS Prospectus as well as this prospectus supplement.

The certificates are exempt from registration under the Securities Act of 1933, as amended, and are "exempted securities" under the Securities Exchange Act of 1934, as amended.

The Fannie Mae Guaranty

We guarantee that the holders of the certificates will receive timely payments of interest and principal. In addition, we guarantee the full and final payment of the unpaid principal balance of the certificates on the distribution date in the month of the maturity date specified in the Pool Statistics for the certificates. We alone are responsible for making payments under our guaranty.

The Mortgage Loan Pool

- The pool number appearing in the Pool Statistics and the Schedule of Loan Information identifies the pool into which each mortgage loan covered by the certificates is deposited.
- Each mortgage loan is secured by a first lien on a multifamily property that contains at least five residential units.
- Each mortgage loan bears interest at a fixed interest rate.

The date of this prospectus supplement is the issue date of the certificates specified in the Pool Statistics.

AVAILABLE INFORMATION

You should purchase the certificates only if you have read and understood this prospectus supplement, which includes this Prospectus Supplement Narrative, the Pool Statistics and each Schedule of Loan Information, and the following documents (the "Disclosure Documents"):

- the Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Multifamily Residential Mortgage Loans), dated September 1, 2003 (the "Multifamily MBS Prospectus"),

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2002 (the "Form 10-K"), dated March 31, 2003, and our Quarterly Reports on Form 10-Q dated March 15, 2003, August 14, 2003 and November 14, 2003, respectively,

- all documents filed by us with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this prospectus.

You may obtain copies of the Disclosure Documents without charge from our Office of Investor Relations, Fannie Mae, 3900 Wisconsin Avenue NW, Washington, DC 20016 or by calling the Fannie Mae Fixed-Income Investor Helpline at (800) 237-8627. In addition, copies of the Disclosure Documents are available on our Web site at www.fanniemae.com. We are providing our internet address solely for the information of prospective investors. We do not intend the internet address to be an active link. This means that we are not using this internet link to incorporate additional information into this prospectus supplement.

Information contained in any Form 10-K, Form 10-Q and Form 8-K that we file with the SEC before termination of the offering of the certificates is hereby incorporated by reference in this prospectus supplement. In cases where we "furnish" information to the SEC on Form 8-K, as provided under the Exchange Act, that information is not incorporated by reference in this prospectus supplement.

ABOUT THE SCHEDULE OF LOAN INFORMATION

Each mortgage loan that backs the certificates (each, a "mortgage loan") was originated by an eligible mortgage lender and is evidenced by a promissory note (each, a "mortgage note") containing the loan terms. Each mortgage note is secured by a security instrument (each, a "mortgage" or "security instrument") on a multifamily residential property containing five or more residential units (each, a "mortgaged property"). Terms that are not defined in this prospectus supplement are defined in the Multifamily MBS Prospectus.

A Schedule of Loan Information for each mortgage loan in the pool is included as part of this prospectus supplement. Terms used in the Schedule of Loan Information are defined in this prospectus supplement or in the Multifamily MBS Prospectus. Each Schedule of Loan Information will specify the type of the mortgage loan or the type of multifamily property securing the mortgage loan.

To the extent that the data is available, each Schedule of Loan Information will specify the Debt Service Coverage Ratio, Net Operating Income or Occupancy Percentage for the loans in the pool. The Schedule of Loan Information will not contain any information as to whether or not a mortgage loan is assumable by a new borrower upon transfer or sale of the related mortgage property. See the discussion in “Assumption of Multifamily Loans” below.

Each Property Value provided on a Schedule of Loan Information is either the value determined at origination of the respective mortgage loan or such other value as may be determined on a subsequent date.

“Loan-to-Value Ratio” of a mortgage loan is the relationship between (a) the principal balance as of the last paid installment date of the mortgage loan as of October 15, 2003; and (b) the related Property Value, expressed as percentage of the related Property Value.

CHARACTERISTICS OF EACH MORTGAGE LOAN

Each mortgage loan has the general characteristics specified below.

Negotiated Transactions

Each of the mortgage loans in the pool were acquired by us pursuant to our negotiated transactions product line. See “*Multifamily Mortgage Loan Pools – Negotiated Transactions*” in the Prospectus.

Method for Calculation of Interest

Interest will be calculated for each mortgage loan under the 30/360 method. See the Schedule of Loan Information under the heading “Interest Day Basis.”

Assumption of Multifamily Loans/Repurchase of Mortgage Loans

The majority of the mortgage loans do not permit assumption under the terms of the related mortgage documents. Regardless of whether the mortgage loans are assumable pursuant to the provisions of the mortgage note, the lender has agreed to repurchase any mortgage loans which are assumed. The stated principal balance of the mortgage loan will be passed through to certificateholders and will reduce the outstanding principal balance of the certificates on the distribution date in the month following the month of repurchase. As a result, the weighted average life of the certificates for such pool may be shorter than for a comparable pool which contains mortgage loans which will not be repurchased upon assumption. To the extent applicable, the above discussion in this paragraph supersedes the discussion regarding assumption set forth in the MBS Multifamily Prospectus on page 41 under the caption *“Assumptions of Multifamily Loans and Transfers of Interests in Borrower”*. See “*Multifamily Mortgage Loan Pools – Multifamily Mortgage Loans – Adjustable-Rate Loans – How Adjustable-Rate Loans Work – Rate Adjustments Upon Assumption*” in the MBS Multifamily Prospectus. See “*Yield Considerations – Yield of Adjustable –Rate Certificates – Adjustments Upon Assumption*” in the MBS Multifamily Prospectus.

The lender has the right to repurchase any mortgage loan without our approval if (i) the loan is in default, (ii) there are inadvertent material discrepancies between the loan transaction documents and the terms of the contract between us and the lender, or (iii) the lender has elected to modify the terms and conditions of such mortgage loan as part of a borrower or loan retention effort. See *Fannie Mae*

Purchase Program – Seller Representations and Warranties in the MBS Multifamily Prospectus. See *"Risk Factors – Prepayment Factors – Property/Credit/Borrowers* in the MBS Multifamily Prospectus.

Later Encumbrances on a Mortgaged Property

A mortgaged property that secures a mortgage loan backing the related certificates may be further encumbered at a later date by a subordinate lien mortgage loan.

An event of default under a subordinate lien mortgage loan (i) may trigger an event of default under the existing mortgage loan in a pool or any other mortgage loans senior to the subordinate lien mortgage loan and (ii) may entitle the holder of the subordinate mortgage lien to foreclose on and sell the mortgaged property subject to the lien of the existing mortgage loan in a pool and any other mortgage loans senior to the subordinate lien mortgage loan. If this occurred, we may be entitled to declare the entire unpaid principal balance of the existing mortgage loan due and payable. If we did so, you would receive an early payment of principal from the existing mortgage loan related to the certificates. If the existing mortgage loan is the only loan in the pool at that time, the pool would be terminated and the stated principal balance of the loan would be paid to you.

Amortization, Maturity Date and Payments

Each mortgage loan requires a monthly payment in an amount sufficient to pay all interest accruing on the mortgage loan and to amortize the outstanding principal balance over the period calculable from the terms of the related mortgage note (the "original amortization term"). To find the term over which each mortgage loan is scheduled to amortize, you should consult the Schedule of Loan Information under the heading "Original Amortization Term."

Because the original amortization term for a mortgage loan is longer than the original term-to-maturity for the mortgage loan (indicating that the mortgage loan is not fully amortizing), all unpaid principal will be payable as a balloon payment due on the stated maturity date of the mortgage note together with accrued interest.

Prepayment Restrictions, Early Receipt of Principal and Prepayment Premiums; Lockout Periods

Certain of the mortgage loans in the pool contain a provision that entitles the noteholder to charge the borrower a premium in the event the borrower makes a prepayment of the principal of the mortgage loan.

If the field of the Schedule of Loan Information entitled "Prepayment Premium Description" contains a "Z-1", then beginning on the date of the note and continuing until the ninety-sixth (96^{th}) payment date, borrower shall have no right to prepay any unpaid principal not already due and payable to monthly installments unless the noteholder otherwise agrees in writing. Beginning on the ninety-sixth (96^{th}) payment date, and continuing until the maturity date, borrower shall have the right to prepay the principal amount outstanding in full or in part provided that if borrower makes any prepayments in any twelve (12) month period exceeding twenty percent (20%) of the original loan balance, borrower shall pay the noteholder six (6) months' advance interest on the original balance, except that for the six (6) month period prior to the due date no prepayment charge shall be made for any prepayment.

If the field of the Schedule of Loan Information entitled "Prepayment Premium Description" contains a "Z-2", then borrower shall have the right to prepay the principal amount outstanding in full or in part provided that if borrower makes any prepayments in any twelve (12) month period exceeding twenty percent (20%) of the original loan balance, borrower shall pay the noteholder six (6) months' advance interest on the original balance, except that for the six (6) month period prior to the due date no prepayment charge shall be made for any prepayment.

If the field of the Schedule of Loan Information entitled "Prepayment Premium Description" contains a "Z-9", then beginning on the date of the note and continuing until the maturity date, borrower shall have no right to prepay any unpaid principal not already due and payable, except that for the six (6) month period prior to the due date no prepayment charge shall be made for any prepayment.

A lockout period is a limitation on a borrower's ability to make any voluntary prepayment on the mortgage loan, in part or in full, commencing on the date of origination and ending on the date specified in the related mortgage note (the "lockout period"). After the expiration of the lockout period, a borrower may prepay such mortgage loan, in part or in full, subject to any prepayment premium that may exist pursuant to the terms of the related mortgage loan (see above). The majority of the mortgage loans in the pool contain a lockout period**.** See the Schedule of Loan Information.

NO PORTION OF ANY PREPAYMENT PREMIUM COLLECTED BY US WILL BE PAID TO INVESTORS IN THE CERTIFICATES.

The Schedule of Loan Information will show, what if any, prepayment premium is applicable for each mortgage loan in the pool. To find this information you should consult the Schedule of Loan Information under the headings "Prepayment Premium Option" and "Lockout Period."

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

The certificates and payments on the certificates generally are subject to taxation. Therefore, you should consider the tax consequences of holding a certificate before acquiring one. See *"Certain Federal Income Tax Consequences"* in the Multifamily MBS Prospectus for a discussion of the tax consequences of the purchase, ownership and disposition of the certificates.

Pool No. 461391