

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FELMAN LEON A</u>  (Last) (First) (Middle) <u>C/O DYNEX CAPITAL, INC.</u> <u>4551 COX ROAD, SUITE 300</u>  (Street) <u>GLEN ALLEN</u> <u>VA</u> <u>23060</u>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>DYNEX CAPITAL INC</u> [ <u>DX</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>06/16/2006</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person	
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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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								18,278 <sup>(1)</sup>	I	By The Felman Family Trust, DTD 4/28/99
Common Stock								6,589	I	By Leon A. Felman IRA Rollover
Common Stock								43,447	I	By Homebaker Brand Profit Sharing Plan
Common Stock								9,037 <sup>(2)</sup>	I	By The Leon A. Felman Keogh Profit Sharing Plan
Common Stock								2,120	I	By HLF Corporation
Common Stock								278	I	By Harriet Felman IRA
Common Stock								355	I	By Leon A. Felman IRA

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options <sup>(3)</sup>	\$7.425	06/16/2006		A		5,000		06/16/2006	06/16/2011	Common Stock	5,000	\$0 <sup>(4)</sup>	5,000	D	

Explanation of Responses:

1. Includes 13,600 shares that were contributed from The Leon A. Felman Family Trust, DTD. 11/10/00 since the Reporting Person's last report.
2. Includes 1,500 shares that were contributed from The Leon A. Felman Family Trust, DTD. 11/10/00 since the Reporting Person's last report.
3. The stock options were granted under the Issuer's 2004 Stock Incentive Plan and are fully vested at the date of grant. The strike price was determined by adding 10% to the market price on the date of grant.

4. The stock options were granted at no cost to the Reporting Person.

Stephen J. Benedetti, Attorney-In-  
Fact

06/20/2006

\*\* Signature of Reporting Person

Date

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 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).

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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