

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>BUCK JAY</u>  (Last) (First) (Middle) <u>C/O DYNEX CAPITAL, INC.</u> <u>4991 LAKE BROOK DRIVE, SUITE 100</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 [ DX ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>07/13/2009</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <u>X</u> Other (specify below) <u>Former Strategic Advisor</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> 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	07/13/2009 <sup>(1)</sup>		S		2,500	D	\$8	445,100	I	By Rockwood Partners, L.P.
Common Stock	07/13/2009 <sup>(1)</sup>		S		400	D	\$8.01	444,700	I	By Rockwood Partners, L.P.
Common Stock	07/13/2009 <sup>(1)</sup>		S		1,500	D	\$8.03	443,200	I	By Rockwood Partners, L.P.
Common Stock	07/13/2009 <sup>(1)</sup>		S		1,300	D	\$8.04	441,900	I	By Rockwood Partners, L.P.
Common Stock	07/13/2009 <sup>(1)</sup>		S		5,600	D	\$8.05	436,300	I	By Rockwood Partners, L.P.
Common Stock	07/13/2009 <sup>(1)</sup>		S		1,500	D	\$8.06	434,800	I	By Rockwood Partners, L.P.
Common Stock	07/13/2009 <sup>(1)</sup>		S		100	D	\$8.07	434,700	I	By Rockwood Partners, L.P.
Common Stock	07/15/2009 <sup>(1)</sup>		S		100	D	\$8.11	434,600	I	By Rockwood Partners, L.P.
Common Stock	07/15/2009 <sup>(1)</sup>		S		100	D	\$8.1175	434,500	I	By Rockwood Partners, L.P.
Common Stock	07/15/2009 <sup>(1)</sup>		S		3,660	D	\$8.14	430,840	I	By Rockwood Partners, L.P.
Common Stock	07/15/2009 <sup>(1)</sup>		S		10,140	D	\$8.15	420,700	I	By Rockwood Partners, L.P.

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	07/15/2009 <sup>(1)</sup>		S		10,000	D	\$8.16	410,700	I	By Rockwood Partners, L.P.
Common Stock	07/15/2009 <sup>(1)</sup>		S		8,030	D	\$8.17	402,670	I	By Rockwood Partners, L.P.
Common Stock	07/15/2009 <sup>(1)</sup>		S		2,000	D	\$8.18	400,670	I	By Rockwood Partners, L.P.
Common Stock	07/15/2009 <sup>(1)</sup>		S		1,970	D	\$8.19	398,700	I	By Rockwood Partners, L.P.
Common Stock	07/15/2009 <sup>(1)</sup>		S		3,900	D	\$8.21	394,800	I	By Rockwood Partners, L.P.

**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				

**Explanation of Responses:**

1. The reported transaction, along with transactions reported on the Form 4s filed March 18, March 23, April 6, May 18, May 21, May 27 and July 13, 2009, resulted in the reporting person's realization of an additional short-swing profit under Section 16(b) of the Securities Exchange Act of 1934 amounting to \$372.70. The reporting person has voluntarily agreed to pay the full amount of this additional short-swing profit to the issuer.

**Remarks:**

Stephen J. Benedetti, as attorney-  
in-fact for Jay Buck      07/15/2009

\*\* 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.

**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.**