



\$1,635,000,000

Freddie Mac

**Zero Coupon Medium-Term Notes Due June 15, 2039
Redeemable periodically, beginning December 15, 2009**

Issue Date:	June 15, 2009
Maturity Date:	June 15, 2039
Subject to Redemption:	Yes. The Medium-Term Notes are redeemable at our option, upon notice of not less than 5 Business Days. See "Redemption" herein. We will redeem all of the Medium-Term Notes if we exercise our option.
Redemption Date(s):	Semiannually, on June 15 and December 15, commencing December 15, 2009
Interest Rate:	None
Principal Payment:	At maturity, or upon redemption
CUSIP Number:	3128X8J94

There will be no periodic payments of interest on the Medium-Term Notes. The only scheduled payment that will be made to the holder of a Medium-Term Note will be made on the Maturity Date or the redemption date, as applicable, in an amount equal to (i) the principal amount of the Medium-Term Notes or (ii) the product of the call price percentage for such redemption date and the principal amount of the Medium-Term Notes, as applicable. See "Redemption" herein.

The Medium-Term Notes will be issued with original issue discount. See "Certain United States Federal Tax Consequences - U.S. Owners - Debt Obligations with Original Issue Discount" in the Offering Circular.

You should read this Pricing Supplement together with Freddie Mac's Global Debt Facility Offering Circular, dated April 3, 2009 (the "Offering Circular"), and all documents that are incorporated by reference in the Offering Circular, which contain important detailed information about the Medium-Term Notes and Freddie Mac. See "Additional Information" in the Offering Circular. Capitalized terms used in this Pricing Supplement have the meanings we gave them in the Offering Circular, unless we specify otherwise.

The Medium-Term Notes may not be suitable investments for you. You should not purchase the Medium-Term Notes unless you understand and are able to bear the redemption, yield, market, liquidity and other possible risks associated with the Medium-Term Notes. You should read and evaluate the discussion of risk factors (especially those risk factors that may be particularly relevant to this security) that appears in the Offering Circular under "Risk Factors" before purchasing any of the Medium-Term Notes.

The Medium-Term Notes, including any interest or return of discount on the Medium-Term Notes, are not guaranteed by and are not debts or obligations of the United States or any federal agency or instrumentality other than Freddie Mac.

Any discussion of tax issues set forth in this Pricing Supplement and the related Offering Circular was written to support the promotion and marketing of the transactions described in this Pricing Supplement. Such discussion was not intended or written to be used, and it cannot be used, by any person for the purpose of avoiding any tax penalties that may be imposed on such person. Each investor should seek advice based on its particular circumstances from an independent tax advisor.

	<u>Price to Public</u> ⁽¹⁾⁽²⁾	<u>Underwriting Discount</u> ⁽²⁾	<u>Proceeds to Freddie Mac</u> ⁽¹⁾⁽³⁾
Per Medium-Term Note	16.973309%	.020000%	16.953309%
	\$169,733,090.00	\$200,000.00	\$169,533,090.00
Per Medium-Term Note	16.973309%	.050000%	16.923309%
	\$84,866,545.00	\$250,000.00	\$84,616,545.00
Per Medium-Term Note	16.973309%	.120000%	16.853309%
	<u>\$22,913,967.15</u>	<u>\$162,000.00</u>	<u>\$22,751,967.15</u>
Total	\$277,513,602.15	\$612,000.00	\$276,901,602.15

- (1) Plus return of discount, if any, from June 15, 2009.
- (2) See "Distribution Arrangements" in the Offering Circular.
- (3) Before deducting expenses payable by Freddie Mac estimated at \$1,000.

OFFERING:

- | | | |
|----|-------------------------|--|
| 1. | Pricing Date: | May 21, 2009 |
| 2. | Method of Distribution: | <input checked="" type="checkbox"/> Principal <input type="checkbox"/> Agent |
| 3. | Concession: | N/A |
| 4. | Reallowance: | N/A |
| 5. | Underwriter: | Barclays Capital Inc. |

OTHER SPECIAL TERMS:

Yes; as follows:

In connection with the issuance of the Medium-Term Notes, Freddie Mac may enter into a swap or other hedging agreement with the Underwriter, one of its affiliates or a third party. Any such agreement may provide for the payment of fees or other compensation or provide other economic benefits (including trading gains or temporary funding) to, and will impose obligations on, the parties, but will not affect the rights of Holders of, or the obligations of Freddie Mac as to, the Medium-Term Notes. The existence of such an agreement may influence our decision to exercise our right of optional redemption as to the Medium-Term Notes.

REDEMPTION:

The Medium-Term Notes are subject to redemption by Freddie Mac, at its option, on the redemption dates and based on the applicable call price percentages set forth in the following Call Price Schedule. Upon exercise of Freddie Mac's option to redeem the Medium-Term Notes, each investor will receive the product of the call price percentage for such redemption date and the principal amount of Medium-Term Notes held by such investor.

Call Price Schedule

Redemption Date	Call Price Percentage
12/15/2009	17.482508
6/15/2010	18.006984
12/15/2010	18.547193
6/15/2011	19.103609
12/15/2011	19.676717
6/15/2012	20.267019
12/15/2012	20.875029
6/15/2013	21.501280
12/15/2013	22.146318
6/15/2014	22.810708
12/15/2014	23.495029
6/15/2015	24.199880
12/15/2015	24.925876
6/15/2016	25.673653
12/15/2016	26.443862
6/15/2017	27.237178
12/15/2017	28.054294
6/15/2018	28.895922
12/15/2018	29.762800
6/15/2019	30.655684
12/15/2019	31.575355
6/15/2020	32.522615
12/15/2020	33.498294
6/15/2021	34.503243
12/15/2021	35.538340
6/15/2022	36.604490
12/15/2022	37.702625
6/15/2023	38.833703
12/15/2023	39.998715
6/15/2024	41.198676
12/15/2024	42.434636

Redemption Date	Call Price Percentage
6/15/2025	43.707675
12/15/2025	45.018906
6/15/2026	46.369473
12/15/2026	47.760557
6/15/2027	49.193374
12/15/2027	50.669175
6/15/2028	52.189250
12/15/2028	53.754928
6/15/2029	55.367575
12/15/2029	57.028603
6/15/2030	58.739461
12/15/2030	60.501645
6/15/2031	62.316694
12/15/2031	64.186195
6/15/2032	66.111781
12/15/2032	68.095134
6/15/2033	70.137988
12/15/2033	72.242128
6/15/2034	74.409391
12/15/2034	76.641673
6/15/2035	78.940923
12/15/2035	81.309151
6/15/2036	83.748426
12/15/2036	86.260878
6/15/2037	88.848705
12/15/2037	91.514166
6/15/2038	94.259591
12/15/2038	97.087379
*6/15/2039	100.000000

*Maturity Date

RISK FACTORS:

An investment in the Medium-Term Notes entails certain risks not associated with an investment in conventional fixed-rate debt securities that pay interest periodically. While the Medium-Term Notes, if held to maturity, will pay 100% of their principal amount, or in the case of redemption, the product of the applicable call price percentage and the principal amount thereof, including return of the accreted value to the optional redemption date, their market value could be adversely affected by changes in prevailing interest rates and the optional redemption feature. This effect on the market value could be magnified in a rising interest rate environment in the case of the Medium-Term Notes due to their relatively long remaining term to maturity. In such an environment, the market value of the Medium-Term Notes generally will fall, which could result in significant losses to investors whose circumstances do not permit them to hold the Medium-Term Notes until maturity. It is also unlikely that Freddie Mac would redeem the Medium-Term Notes in such an interest rate environment, when Freddie Mac's costs of borrowing would be relatively high. On the other hand, in a falling interest rate environment, in which the market value of the Medium-Term Notes generally would rise, it is likely that Freddie Mac would redeem the Medium-Term Notes, when its costs of borrowing would be relatively low; under those circumstances, it is likely that the optional redemption provision would restrict the market value that the Medium-Term Notes

otherwise would have. Those factors, combined with the fact that payments on the Medium-Term Notes will be made only at maturity or upon redemption, and not periodically, also could affect the secondary market for and the liquidity of the Medium-Term Notes. Investors therefore should have the financial status and, either alone or with a financial advisor, the knowledge and experience in financial and business matters sufficient to evaluate the merits and to bear the risks of investing in the Medium-Term Notes in light of each investor's particular circumstances and should consider whether their circumstances permit them to hold the Medium-Term Notes until maturity, or otherwise to bear the risks of illiquidity, redemption and changes in interest rates. See "Risk Factors" in the Offering Circular.