

Edgar Filing: USA EDUCATION INC - Form 5

USA EDUCATION INC  
 Form 5  
 February 14, 2001

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F O R M 5

U.S. SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

Check this box if  
 no longer Subject  
 to Section 16.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings Rep. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or  
 Form 4 Trans. Rep. Section 30(f) of the Investment Company Act 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship to Issuer	
Keler Marianne M.			USA Education, Inc.		(SLM)	
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4. Statement for Month/Year	X Off --- (give)	
11600 Sallie Mae Drive				01/01/2000	S G	
(Street)					5. If Amendment, Date of Original (Month/Year)	
Reston VA 20193					7. Ind (Ch) X Fo --- Fo --- Re	
(City)	(State)	(Zip)	TABLE I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Mon/Day/Yr)	3. Transaction Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D)			5. Amount or Number of Securities Beneficially Owned as of Last Business Day of Reporting Period (Instr. 7)
			Amount	(A) (D)	Price	
Common Stock	12/06/2000	G	50	D	\$60.0000	1002
Phantom Stock Units	12/31/2000	A	1038.27	A	\$.0000 (02)	1059
Common Stock					\$.0000	685

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Reminder: Report on a separate line for each class securities owned directly or indirectly.  
 \*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 5 (continued)                      TABLE II - Derivative Securities Acquired, Disposed of, Beneficially  
 (e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Mon/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Part of Derivative Securities (Instr. 3 & 4)
				(A)	(D)	Date Exbl.	Exp. Date		
Stock Option (Right to buy)	\$43.0000	01/13/2000	A	50000			01/13/2010 (05)	Common Stock	50000 \$4
Phantom Stock Units		12/31/2000	A	35.98			(07) (07)	Common Stock	35.98

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Table with 10 columns and 10 rows, mostly empty with dashed lines.

Explanation of Responses:

- (01) Includes shares acquired under the Employee Stock Purchase Plan.
(02) The phantom stock units were accrued under the Officers Deferred Compensation Plan on year at the prevailing market price.
(03) Includes shares acquired under the Officer Deferred Compensation Plan. Units are set
(04) Includes shares acquired under the 401k Plan.
(05) These options become exercisable upon the Company's common stock having a closing price of \$51.60, for five days, they also become exercisable on the fifth anniversary (2005), but no sooner than one year from the grant date.
(06) Conversion or Exercise Price of Derivative Security is 1 to 1.
(07) Phantom Stock Units accrued under the Supplemental 401k Plan are to be settled in cash.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/Mary F.

\*\*Signature of

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are required to respond unless the form displays a currently valid OMD Number

Keler, Marianne M.

USA Education, Inc.

EXPLANATION OF RESPONSES (cont.)

FORM

cont. (07)

common stock upon the reporting person's retirement.

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