

FITZPATRICK THOMAS J

Form 4

February 06, 2002

1. Name and Address of Reporting Person
Fitzpatrick, Thomas J.
11600 Sallie Mae Drive
Reston, VA 20193
2. Issuer Name and Ticker or Trading Symbol
USA Education, Inc. (SLM)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
1/2002
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO
7. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TABLE I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Trans- action Date (Month/ Day/ Year) | 3. Trans- action Code | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amou Secu Bene Owne End Mont |
|----------------------|---|-----------------------------|--|---------|-----|--|
| | | Code | V | Amount | A/D | Price |
| Common Stock | 01/23/2002 | M | | 200000 | A | \$60.5000 |
| Common Stock | 01/23/2002 | S | | -5900 | D | \$87.2000 |
| Common Stock | 01/23/2002 | F | | -155104 | D | \$87.5200 |
| Common Stock | 01/23/2002 | S | | -6006 | D | \$87.4000 |
| Common Stock | 01/23/2002 | S | | -1265 | D | \$87.5900 |
| Phantom Stock Units | 12/31/2001 | A | V | 567.98 | A | \$0.0000 |
| | | | | | | 240428 |
| | | | | | | 87553 |