

Edgar Filing: USA EDUCATION INC - Form 5

USA EDUCATION INC
Form 5
February 14, 2001

-----			U.S. SECURITIES AND EXCHANGE COMMISSION			
F O R M 5			Washington, D.C. 20549			

Check this box if			ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP			
[] no longer Subject						
to Section 16.						
[] Form 3 Holdings Rep.			Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934			
			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)	
					Director	
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(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	
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(Street)			5. If Amendment, Date of Original (Month/Year)		7. Ind (Ch)	
Reston VA 20193					X Fo	

					Fo	

					Re	
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(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) (Instr. 3, 4 & 5)		5. Amount or Number of Securities Beneficially Owned as of Last Business Day of Reporting Period (Instr. 3)
				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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[illegible]

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)

[illegible]

A full-page sheet of graph paper featuring a uniform grid of dashed lines. The grid consists of 10 columns and 6 rows of squares, providing a template for drawing or writing.

(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 pri
f \$51.60, for five days, they also become exercisable on the fifth ann
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 cas

/s/Mary F.

**Signature of

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

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common stock upon the reporting person's retirement.

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Keler, Marianne M.

USA Education, Inc.