

NOORDHOEK JEFFREY R
Form 4
June 19, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NOORDHOEK JEFFREY R

2. Issuer Name and Ticker or Trading Symbol
NELNET INC [NNI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
121 SOUTH 13TH STREET, SUITE 201

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2009

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

President/Executive Director

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

LINCOLN, NE 68508

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 06/18/2009 | | S(1)(2) | 200 | D | \$ 10.1 | 511,756 I (3) By trust |
| Class A Common Stock | 06/18/2009 | | S(1)(2) | 710 | D | \$ 10.08 | 511,046 I (3) By trust |
| Class A Common Stock | 06/18/2009 | | S(1)(2) | 800 | D | \$ 10.07 | 510,246 I (3) By trust |
| Class A Common | 06/18/2009 | | S(1)(2) | 500 | D | \$ 10.06 | 509,746 I (3) By trust |

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| | | | | | | | | | |
|----------------------------|------------|----------------|--------|---|---------------|-------------------|--------------|------------|--|
| Stock | | | | | | | | | |
| Class A Common Stock | 06/18/2009 | <u>S(1)(2)</u> | 400 | D | \$ 10.055 | 509,346 | I <u>(3)</u> | By trust | |
| Class A Common Stock | 06/18/2009 | <u>S(1)(2)</u> | 4,290 | D | \$ 10.05 | 505,056 | I <u>(3)</u> | By trust | |
| Class A Common Stock | 06/18/2009 | <u>S(1)(2)</u> | 3,091 | D | \$ 10.04 | 501,965 | I <u>(3)</u> | By trust | |
| Class A Common Stock | 06/18/2009 | <u>S(1)(2)</u> | 2,400 | D | \$ 10.03 | 499,565 | I <u>(3)</u> | By trust | |
| Class A Common Stock | 06/18/2009 | <u>S(1)(2)</u> | 3,200 | D | \$ 10.02 | 496,365 | I <u>(3)</u> | By trust | |
| Class A Common Stock | 06/18/2009 | <u>S(1)(2)</u> | 2,400 | D | \$ 10.01 | 493,965 | I <u>(3)</u> | By trust | |
| Class A Common Stock | 06/18/2009 | <u>S(1)(2)</u> | 100 | D | \$ 10.0075 | 493,865 | I <u>(3)</u> | By trust | |
| Class A Common Stock | 06/18/2009 | <u>S(1)(2)</u> | 12,609 | D | \$ 10 | 481,256 | I <u>(3)</u> | By trust | |
| Class A Common Stock | | | | | | 54,683 <u>(4)</u> | D | | |
| Class A Common Stock | | | | | | 25,799 | I <u>(5)</u> | By trust | |
| Class A Common Stock | | | | | | 243,943 | I <u>(6)</u> | By GRAT | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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pecuniary interests therein.

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

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