

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	
Lambert III Benjamin J.			USA Education, Inc.		Issu	
(Last) (First) (MI)			(SLM)		X Di	
11600 Sallie Mae Drive			3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		4. Statement for Month/Year	
(Street)					01/01/2000	
Reston VA 20193			5. If Amendment, Date of Original (Month/Year)		7. Ind (Ch	
(City) (State) (Zip)					X Fo	
					Fo	
					Re	

TABLE I - Non-Derivative Securities Acquired, Disposed of, or Issued

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					\$ .0000	207

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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 Deriva- tive Security	3. Trans- Date (Mon/ Day/ Year)	4. Tran- saction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. P Der Sec (In
				(A)     (D)	Date    Exp. Exbl.    Date	Title    Amount or Number of Shares	
Phantom Stock Units	(01)	12/31 2000	A	26.3545	(02) (02)	Common Stock	60.1005

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Grid of 10 columns and 10 rows with dashed lines for data entry.

Explanation of Responses:

- (01) Conversion or Exercise Price of Derivative Security is 1 to 1.
(02) Phantom Stock Units accrued under the Director Deferred Compensation Plan are to be...
k upon the reporting person's separation from service.

\*\*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

Lambert III, Benjamin J.

USA Education, Inc.