

USA EDUCATION INC
Form 5
February 14, 2001

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

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.Relat
Gilleland	Diane	S.	USA Education, Inc.		Issu
			(SLM)		X Di
(Last)	(First)	(MI)	3.IRS or Soc. Sec. No.	4.Statement for Month/	Off
11600 Sallie Mae Drive			of Reporting Person	Year	---(gi
			(Voluntary)	01/01/2000	
(Street)			5.If Amendment, Date of		7. Ind
			Original (Month/Year)		(Ch
Reston	VA	20193			X Fo

					Fo

(City)	(State)	(Zip)			

TABLE I - Non-Derivative Securities Acquired, Disp

1

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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]

[illegible]

(01) These options become exercisable upon the Company's common stock having a closing price of \$51.60, for five days, they also have the right to exercise the options on the anniversary of the grant (January 13, 2005).

(02) Conversion or Exercise Price of Derivative Security is 1 to 1.

(03) Phantom Stock Units accrued under the Director Deferred Compensation Plan are to be settled upon the reporting person's separation from service.

/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

USA Education, Inc.