USA EDUCATION INC
Form 4
March 12, 2001

F O R M 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[ ] Check this box if no longer Subject to Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 19
Section 17(a) of the Public Utility Holding Company Act of 1935 o
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.Rela Issu
Gilleland Diane S.	USA Education,Inc.	
	of Reporting Person / Year	(gi X Di
(Last) (First) (MI)	3.IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4.Statement for Month/ Year: February 2001	Off (gi
11600 Sallie Mae Drive		
(Street)		5.If Amendment, Date of Original (Month/Year)	7. Ind (Ch
Reston VA 20193		X Fo
		Fo Re
(City) (State) (Zip)		

TABLE I - Non-Derivative Securities Acquired, Disp

1.Title of Security (Instr. 3)	2.Transaction Date (Mon/Day/Yr)	3.Trans. Code (Instr.8)		4.Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5.Amount Securit Benefic Owned a Month (Instr.
		Code	V	Amount	(A) (D)	Price	
Common Stock	02/07/2001	M		70000	A	$39.3393	
Common Stock	02/07/2001	S		56271	D	$68.0000	1724

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 4 (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 Derivative Security	3. Trans Date (Mon/Day/Year)	4.Transaction 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
			Code	V	(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares	
Stock Option (Right to buy)	$39.3393	02/07 2001	M			70000	08/13 2007 (01)		Common Stock	70000	$3

Explanation of Responses:

(01) The options become exercisable in increments of one-third upon the Company's common s
New York Stock Exchange of $42.86, $57.15 and $71.43, respectively, for five tra
able on the eight
t 13, 2005) subject to the reporting person's continued service with the Company.

**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

Gilleland, Diane S. USA Education,Inc.