

Edgar Filing: USA EDUCATION INC - Form 4

USA EDUCATION INC  
Form 4  
March 12, 2001

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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 1934  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
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	
Daley	Charles	L.	USA Education, Inc.			
			of Reporting Person   Year		--- (give full name of person)	
					X Director	
					---	
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		4. Statement for Month/Year	
11600 Sallie Mae Drive					February 2001	
					5. If Amendment, Date of Original (Month/Year)	
(Street)					7. Indicate if Amendment (Check one)	
Reston VA 20193					X For new entry	
					--- For correction	
					--- Re-entry	
(City)	(State)	(Zip)				

TABLE I - Non-Derivative Securities Acquired, Disposed of, or 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 Value	6. Price	7. Date of Acquisition or Disposition	8. Amount or Value
Common Stock	02/02/2001	M	35000	A	\$39.3393		
Common Stock	02/02/2001	S	27146	D	\$66.0000		
Common Stock	02/02/2001	S	700	D	\$65.9500		
Common Stock	02/02/2001	S	300	D	\$65.9800		
Common Stock	02/05/2001	S	1975	D	\$66.0000		2604

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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 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. Transaction Date (Month/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. Price or Amount of Underlying Securities
				(A)	(D)		
Stock Option (Right to buy)	\$39.3393	02/02/2001	M			Common Stock	35000
							\$3

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Explanation of Responses:

(01) The options become exercisable in increments of one-third upon the Company's common stock listing on the New York Stock Exchange of \$42.86, \$57.15 and \$71.43, respectively, first becoming exercisable on the eighth anniversary of their grant (August 1986).

\*\*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.

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\*\*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 not required to respond unless the form displays a currently valid OMB Number.

Daley, Charles L. USA Education, Inc.