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USA EDUCATION INC Form 5 February 14, 2001

F O R M 5		U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								
Check this box in the local control of the local co		Al	NNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP							
] Form 3 Holdings	:	Section 1	7(a)	of the Pub	olic Utili	ty Hold:	ing Co	s Exchange ompany Act any Act 194	of 1935	
1.Name and Address	of Reporting	Person*	2.I	ssuer Name	and Ticke	r or Tra	ading	Symbol	6.Rel	
Daley	Charles	L.	 USA 	USA Education, Inc. (SLM)						
(Last) 11600 Sallie Mae	3.IRS or Soc. Sec. No. of Reporting Person (Voluntary)			4.State	ı					
(Street)			 			5.If Ar	f 7. In			
Reston VA 20193 				 					X F F R	
(City)	(State)	(Zip)		TABLE I -	- Non-Deri	vative S	Secur	ities Acqui	red, Dis	
1.Title of Security (Instr. 3)		tion Da	ate Code		4.Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			1	5.Amount Securi Benefi Owned	
		 		 	 Amou	nt		 Price		
Common Stock	I	 		 	 	I	 	\$.0000 \$.0000	211	
Common Stock		 		 			 	 \$.0000 	8	

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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)

					, ·					
			saction Code (Instr.8) 	Derivativ Securitie	Exerc and Expir Date (Mont	isable	Securi (Instr 	8.P Der Sec (In 		
 		. 		 (A)	Exbl.	 Exp. Date	1	Amount o		
Stock Opti on (Righ t to buy)	1	 11/02 2000 		 		- (01)	01/13 2010 		 to 152	221 \$5
 Stock Opti on (Righ t to buy)	1	 11/08 2000 		 24097 	 	-	 08/13 2007	 Common S ck 	to 240	 097 \$5
Phantom St ock Units		 12/31 2000		 14.7107 	 	(01) - 		 Common S ck 	to 14.71	 L07
 	(02) 		 	 	 	(03) -	(03) 	 	 	
	 			 	 	 -	 	 	 	

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Explanation of Responses:

- (01) These options become exercisable twelve months from the grant date.
 - (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 s k upon the reporting person's separation from service.

/s/Mary F. -----**Signature of

ea.

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

Daley, Charles L.

USA Education, Inc.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).