## |F 0 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 OMB APPROVAL

OMB Number 3235-0287

Expires: September 30,1998

Estimated ave. burden

hours per response....0.5

1.Name and Address	of Reporting	Person*	2.Issi	uer Nar	ne and Ticke	r or Tr	ading	Symbol			eporting Person to		
Fox   	Edward	A.     	  USA Education,Inc.   of Reporting Person   Year 					į	Issuer (Check all Applicable)				
(Last) (First) (MI) 			of F		ng Person	4.Statement for Month/   Year     November 2000				I I			
(Street)										     7. Individual or Joint/Group Filing     (Check Applicable Line)			
Reston VA 20193						 			   Form filed	X Form filed by One Reporting Person         Form filed by More than One     Reporting Person			
   (City) 	(State)	(Zip)	1	TABLE 1	ː - Non-Deri	vative	Secur	ities Acqui	ired, Disposed of	or Be	neficially Owned		
(Instr. 3)   tion			c-  3.Trans.  4.Securi ate   Code   Dispos /Yr) (Instr.8)  (Instr			d of (D	) 5)	 	Securities Beneficially Owned at End of	Own.  Form  (D)	Ownership		
 		   	  Co	 ode  V 	   Amou	ınt	(A)  (D)	Price	Month (Instr. 3 & 4)	or  (I) 	 		
    Common Stock 	I	   11/10/26 		' М   	     5250 	  0	A 		I	'   	' 		
  Common Stock 		11/10/20	   000   	 M   	3000   3000	10	   A 	   \$43.0000  			   		
  Common Stock   		11/10/26	00   8	S     	6948   694	32	D   	   \$58.0163  	202018	D   			
     				   	· -     		   	    		   	      		

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).

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FORM 4 (continued)

TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned (e.g., puts, calls, warrants, options, convertible security)

1.Title of 2.Conver- 3.  4.Tran-  5.Number of	6.Date  7.Title and Amount	8.Price of 9.Number  10.  11.Nature
Derivative sion or  Trans  saction  Derivative	Exercisable  of Underlying	Derivative  of  Own.  of
Security  Exercise  Date   Code   Securities	and   Securities	Security  Derivative Form Indirect
(Instr. 3) Price of  (Mon/ (Instr.8)  Acquired (A) or	Expiration   (Instr. 3 & 4)	(Instr. 5) Securities of  Beneficial
Deriva-   Day/    Disposed of (D)	Date	Benefi-  Deri Ownership
	(Month/Day/	cially  Sec. (Instr. 4)
Security	Year)	Owned at  Dir.
		-   End of  (D)
i i i i		Month  or
j jj	- Date  Exp.   Title  Number of	(Instr. 4) Ind.
	Exbl. Date    Shares	j (I) j
	-	-
Stock Opti  \$39.3393 11/10  M     5250	0   08/13 Common Sto  5250	0  \$39.3393   105000  D

on (Righ		2000		!!!	!!!			2007	ck			ļ	ļ	ļ ļ
t to buy)   							   (01)		<u> </u>			 		
  Stock Opti   on (Righ	\$43.0000	01/13 2000	Α						  Common Sto  ck	   30000 	\$43.0000	   	   	 
t to buy)   							(02)					! !		
  Stock Opti   on (Righ	\$43.0000	  11/10    2000	M	   	   	30000			  Common Sto  ck	   30000  	\$43.0000	   0 	   D 	       
t to buy)							   (02)		] ]			 		
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Explanation of Responses:

(01) The options become exercisable in increments of one-third upon the Company's common stock having a closing price on the New York Stock Exchange of \$42.86, \$57.15 and \$71.43, respectively, for five trading days, they also become exercisable on the eighth anniversary of their grant (August 13, 2005).

(02) These options become exercisible upon the Company's common stock having a closing price on the New York Stock Exchange of \$51.60, for five days, they also become exercisible on the fifth ann iversary of the grant (January 13, 2005).

iversary of the grant (January 13, 2005).

**Intentional misstatements or omissions of facts constitute Federal	/s/Mary F. Eure (POA)	11/30/2000
Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).		
	**Signature of Reporting Person	Date

Note: File three copies of this form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.

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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 OMD Number

Fox, Edward A.

USA Education, Inc.

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