|F 0 R M 4|

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

STATEMENT	0F	CHANGES	ΙN	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.Is	ssuer	Name	and Ticker	or Tr	ading	Symbol	6			eporting Person to		
Diefenderfer III William M.											Issuer (Check all Applicable) (give title below)(Specify below) X Director 10% Owner				
 (Last) (First) (MI) 11600 Sallie Mae Drive 				3.IRS or Soc. Sec. No. of Reporting Person (Voluntary) 					for Month		 Officer Other (give title below)(Specify below) 				
 (Street) 											7. Individual or Joint/Group Filing (Check Applicable Line)				
Reston VA 20193										- 	X Form filed by One Reporting Person Form filed by More than One Reporting Person				
 (City) 	(State)	(Zip)		ТАВІ	E I	- Non-Deriv	/ative	Secur	ities Acqui	ired,	Disposed of	or Be	neficially Owned		
1.Title of Security (Instr. 3)	(Instr. 3) tio			ate Co		3.Trans. 4.Security Code Disposed (Instr.8) (Instr.		of (D) 3, 4 & 5)			nount of ecurities eneficially uned at End of	Own. Form (D)	Ownership		
 		 	 	 Code	 V 	 Amour		(A) (D)	Price		onth Instr. 3 & 4)	or (I)	 		
 Common Stock 	I	 02/15/20 		 M 	 	 		 A 	 	! 	I	' 	 		
 Common Stock 		 02/15/20 	 901 	 S 	 	6466 6466	6	 D 	 \$69.0000 	 	5301	 D 	 		
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Reminder: Report on a separate line for each class securities owned directly or indirectly.

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*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.Tra	เท -	5.Number	of	6.Dat	е	7.Title an	d Amount	8.Price of	9.Number	10.	11.Nature
Derivative	sion or	Trans	sac	tion	Derivat	ive	Exerc	isable	of Under	lying	Derivative	of	Own.	of
Security	Exercise	Date	Coc	le	Securit	ies	and		Securiti	es	Security	Derivative	Form	Indirect
(Instr. 3)	Price of	(Mon/	(Inst	r.8)	Acquire	d (A) or	Expir	ation	(Instr.	3 & 4)	(Instr. 5)	Securities	of	Beneficial
1 1	Deriva-	Day/			Dispose	d of (D)	Date		1		1	Benefi-	Deri	Ownership
	tive	Year)			(Instr.	3, 4 & 5)	(Mont	h/Day/	1		1	cially	Sec.	(Instr. 4)
	Security						Ye	ar)	1		1	Owned at	Dir.	
1 1											1	End of	(D)	
1 1							1		1	Amount or	1	Month	or	
1 1							Date	Exp.	Title	Number of	1	(Instr. 4)	Ind.	1
1			Code	V	(A)	(D)	Exbl.	Date	[Shares	[l	(I)	
						-								
			- 1			l								
Stock Opti	\$43.3125	02/15	M			8000		05/20	Common Sto	8000	\$43.3125	38800	D	

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Explanation of Responses:

(01) The options become exercisible in increments of one-third; One-third became exercisible on the date of grant, one-third upon the Company's common stock having closing price on the New York Stock Exchange of \$57.15 and \$71.43, respectively, for five trading days, they also become exercisible on the eighth anniversary of the grant (November 21, 2005 and May 20, 2007, respectively) subject to terms regarding the reporting person's continued service with the Company.

**Intentional misstatements or omissions of facts constitute Federal	/s/Mary F. Eure (POA)	03/12/2001
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

Diefenderfer III, William M.

USA Education, Inc.

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