## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	DC	205/19
vvasiliilytuii,	D.C.	20049

<b>STATEMENT</b>	OF CHANGES	S IN BENEFICIAL	<b>OWNERSHIP</b>

	OMB APPRO	OVAL
	OMB Number:	3235-0287
l	Estimated average burd	len
l	hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol SLM CORP [ SLM ]									tionship all appli Directo	,					
(Last) (First) (Middle) 11600 SALLIE MAE DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 07/28/2004									Officer below)	(give title		Other (s below)	specify		
(Street) RESTON (City)		tate) (	20193 (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)							l	ine) X	Form f Form f Persor	r Joint/Group Filing (Check Applicable n filed by One Reporting Person n filed by More than One Reporting on			
1 Title of 9	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction  2. Transaction  2. Deemed  3.  4. Securities Acquired (A) or  5. Amount of  6. Ownership  7. Nature																		
Date					Execution Date			e, Transaction Disposed Of (D) (Instr. 3, 4				4 and Securit		ies Forn ially (D) o Following (I) (II		m: Direct or Indirect nstr. 4)	of Indirect Beneficial Ownership (Instr. 4)		
									Code	,	Amount	nt (A) or (D)		е	Transaci (Instr. 3	ction(s)			(111341. 4)
		Т	able II - D (e						uired, Dis s, options						wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	Date, Tr	Transaction Code (Instr.		of		6. Date Exercisal Expiration Date (Month/Day/Year		Amount of		f g Securit	De Se (In	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Ownersh Form: Direct (D or Indirect (I) (Instr.	Ownership	Beneficial Ownership t (Instr. 4)
				c	Code	v	(A)	(D)	Date Exercisable	Ex Da	piration te	Title	Amour or Number of Shares	er					
Phantom Stock Units	\$0 <sup>(1)</sup>	07/28/2004			A		53.95		(2)		(2)	Common Stock	53.95	5 5	\$37.07	14,763.0	8	D	

## **Explanation of Responses:**

- 1. Conversion or Exercise Price of Derivative Security is 1 to 1.
- 2. Phantom Stock Units accrued under the Director Deferred Compensation Plan are to be settled in the Company's common stock upon the reporting person's separation from service.

<u>Mary F. Eure (POA)</u> <u>07/28/2004</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.