

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 * <u>HELEEN MARK L</u>  (Last) (First) (Middle) 12061 BLUEMONT WAY  (Street) RESTON VA 20190  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SLM CORP [ SLM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/28/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year) 02/01/2010		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/28/2010		A		7,500 <sup>(1)</sup>	A	\$0	17,575	D	
Common Stock	01/28/2010		A		4,821 <sup>(2)</sup>	A	\$10.31	22,396	D	
Common Stock	01/29/2010		F		640	D	\$10.53	21,756	D	
Common Stock	01/31/2010		F		769	D	\$10.53	21,581 <sup>(3)</sup>	D	
Common Stock								1,238.7471	I	By 401(k)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$10.31	01/28/2010		A		95,000		(4)	01/28/2020	Common Stock	95,000	\$0	95,000	D	

**Explanation of Responses:**

- One-third of these shares vest on the first, second and third anniversary of the grant date.
- These shares represent a portion of the bonus amount for 2009 and must be held until the first anniversary of the grant date (January 28, 2011).
- Includes shares acquired under the Company's ESPP.
- One-third of these options vest on the first, second and third anniversary of the grant date.

**Remarks:**

The purpose of this amendment is to correct the tax withholding amount for the January 29 & 31, 2010 vesting events and the amount of stock options and bonus stock awarded to Mr. Heleen.

By: Matthew B. Wallace (POA) 02/25/2010

\*\* 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.

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