SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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| 1. Name and Addre MOEHN KE | ss of Reporting Persor <u>VIN</u> | n* | 2. Issuer Name and Ticker or Trading Symbol <u>SLM CORP</u> [SLM] | | tionship of Reporting Pers all applicable) Director | son(s) to Issuer 10% Owner | |
|-------------------------------|--------------------------------------|----------|--|-------|---|--------------------------------------|--|
| (Last) 12061 BLUEM | (First) ONT WAY | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/20/2006 | Х | Officer (give title below) Executive Vice P | Other (specify below) resident | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | Line) | vidual or Joint/Group Filing (Check Applicable | | |
| RESTON | VA | 20190 | | X | Form filed by One Report Form filed by More than | 0 | |
| (City) | (State) | (Zip) | | | Person | | |

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) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|---|--|---------------------|---|-----------|---|---|---|
| | | | Code V | | Amount (A) o (D) | | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 12/20/2006 | | М | | 3,193 | A | \$35.6666 | 144,634 | D | |
| Common Stock | 12/20/2006 | | F | | 387 | D | \$50 | 144,247 | D | |
| Common Stock | 12/20/2006 | | S | | 2,806 | D | \$50 | 141,441 | D | |
| Common Stock | 12/20/2006 | | М | | 13,800 | A | \$35.2 | 155,241 | D | |
| Common Stock | 12/20/2006 | | F | | 1,724 | D | \$50 | 153,517 | D | |
| Common Stock | 12/20/2006 | | S | | 12,076 | D | \$50 | 141,441 | D | |
| Common Stock | 12/20/2006 | | S | | 5,000 | D | \$50 | 136,441 | D | |
| Common Stock | | | | | | | | 100 | I | By Immediate Family |

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. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 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 | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$35.6666 | 12/20/2006 | | М | | | 3,193 | 02/18/2004 | 01/24/2012 | Common Stock | 3,193 | \$0 | 0.0000 | D | |
| Stock Option (Right to Buy) | \$35.2 | 12/20/2006 | | М | | | 13,800 | (1) | 01/28/2013 | Common Stock | 13,800 | \$0 | 46,200 | D | |

Explanation of Responses:

1. These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of \$42.24, for five trading days, they also become exercisable on the eighth anniversary of the grant (January 28, 2011), but no sooner than one year from the grant date.

Remarks:

By: Mary F. Eure (POA)

12/20/2006

** 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.