FORM 4

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

OMB APPROVAL
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[ ] Check this box if no longer Subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1.Name and Address of Reporting Person*	2.Issuer Name and Ticker or Trading Symbol	6.Relationship of Reporting Person to Issuer (Check all Applicable)
Keler Marianne M.	SLM Holding Corporation	
(Last) (First) (MI)	3.IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4.Statement for Month/Year: February 1999
11600 Sallie Mae Drive		X Officer: Senior Vice President and General Counsel
(Street)		5.If Amendment, Date of Original (Month/Year)
Reston VA 20193		7. Individual or Joint/Group Filing (Check Applicable Line): X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2.Transaction Date (Mon/Day/Yr)	3.Trans. Code (Instr.8) Code	V	4.Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) Amount	(A) (D)	Price	5.Amount of Securities Beneficially Owned at End of Month (Instr. 3 & 4)	6. Own. Form (D) or (I)	7.Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/28/1999	A	V	712	A	$.0000	23188	D	

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

SEC 1474 (7-96)

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

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

1.Title of Derivative Security (Instr. 3)	2.Conversion or Exercise Price of Derivative Security	3. Transaction Date (Mon/Day/Year)	4.Transaction Code (Instr.8) Code	V	5.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) (A)	(D)	6.Date Exercisable and Expiration Date (Month/Day/Year) Date Exbl.	Exp. Date	7.Title and Amount of Underlying Securities (Instr. 3 & 4) Title	Amount or Number of Shares	8.Price of Derivative Security (Instr. 5)	9.Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Form of Deri. Sec. Dir. (D) or Ind. (I)	11.Nature of Indirect Beneficial Ownership (Instr. 4)
Share Equi		02/03	A	V	7338				Common Sto	7338	$41.9375	7338	D	

valents		1999							ck					
	(01)						(02)	(02)						