Due 9 Months or Longer From the Date of Issue


| Redeemable at the option of the Company: | $\|X\|$ No | Redemption Price: | Not Applicable. |
| :---: | :---: | :---: | :---: |
|  | I_\| Yes | Redemption Dates: | Not Applicable. |
| Repayment at the option of the Holder: | $\|X\|$ No | Repayment Price: | Not Applicable. |
|  | I_\| Yes | Repayment Dates: | Not Applicable. |

## APPLICABLE TO FIXED RATE NOTES ONLY:



The Medium Term Notes, Series A that we are offering by this pricing supplement are a further issuance of, are fungible with and are consolidated to form a single series with our $5.625 \%$ Fixed Rate Medium Term Notes, Series A due April 10, 2007 issued on April 10, 2002. The 5.625\% Fixed Rate Medium Term Notes, Series A being offered by this pricing supplement will have the same CUSIP number and will trade interchangeably with the previously issued $5.625 \%$ Fixed Rate Medium Term Notes, Series A due April 10, 2007 immediately upon settlement. Currently, \$850,000,000 aggregate principal amount of those notes are outstanding. This issuance will increase the aggregate principal amount of the outstanding 5.625\% Fixed Rate Medium Term Notes, Series A due April 10, 2007 to \$1,200,000, 000 .

## Joint Book-Running Managers

BANC OF AMERICA SECURITIES LLC CREDIT SUISSE FIRST BOSTON

## Co-Managers

## ABN AMRO INCORPORATED <br> BANC ONE CAPITAL MARKETS, INC. BARCLAYS CAPITAL INC.

JPMORGAN
MERRILL LYNCH \& CO. SALOMON SMITH BARNEY

| Form: | Book-entry. |
| :---: | :---: |
| Denominations: | \$1,000 minimum and integral multiples of \$1,000 in excess thereof. |
| CUSIP: | 90390M AP5 |
| ISIN: | US90390M AP59 |
| Listing: | None. |
| Trustee: | JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank. |
| Agents: | The following agents are acting as underwriters in connection with this issuance: |
|  | Agents Principal Amount of Notes |
|  | Banc of America Securities LLC \$140,002,000 |
|  | Credit Suisse First Boston Corporation 140,002,000 |
|  | ABN AMRO Incorporated 11,666,000 |
|  | Banc One Capital Markets, Inc. 11,666,000 |
|  | Barclays Capital Inc. 11,666,000 |
|  | J.P. Morgan Securities Inc. 11,666,000 |
|  | Merrill Lynch, Pierce, Fenner \& Smith Incorporated 11,666,000 |
|  | Salomon Smith Barney Inc. 11,666,000 |
|  | Total \$350,000,000 |
| Issue Price: | 110.609\% (which includes accrued interest). |
| Agents' Commission: | $0.350 \%$. |
| Net Proceeds: | \$385, 906, 500. |
| Concession: | 0.200\%. |
| Reallowance: | $0.150 \%$. |

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