| F O R M 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)
Fitzpatrick Thomas J.	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 (give title below): Executive Vice President, Private Credit; Director; 10% Owner; Other (Specify below)
(Street)	5.If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line): X Form filed by One Reporting Person; Form filed by More than One Reporting Person
Reston VA 20193		
(City) (State) (Zip)		

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	01/15/1999	A	V	25000	A	$.0000			
Common Stock	01/28/1999	A	V	1321	A	$.0000	80496	D	

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

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*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. Trans 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. (D) or Ind. (I)	11.Nature of Indirect Beneficial Ownership (Instr. 4)
Share Equi		02/03	A	V	13699				Common Sto	13699	$41.9375	13699	D	

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

Explanation of Responses:

(01) Conversion or Exercise Price of Derivative Security is 1 to 1.

(02) Reporting person made a bonus deferral election under the Officer Deferred Compensation Plan pursuant to which participa nts are credited with share equivalents based upon the amount deferred.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/Marianne Keler (POA) 03/17/1999

**Signature of Reporting Person Date

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

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMD Number