|F O R M 3|

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

INITIAL 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

OMB APPROVAL	
OMB Number 3235-0104	
Expires: September 30,1998	
Estimated ave. burden	
hours per response0.5	

1.Name and Address of Reporting Person* 	2.Date of Event Requiring Statement (Month/Day/Year) 	4.Issuer Name and Ticker or Trading Symbol SLM Holding Corporation			ool
(First) (MI) (Last) (First) (MI) 11600 Sallie Mae Drive 	Issuer (Check all Applicable) Original			Issuer (Check all Applicable) - X Director 10% Owner	
	of Reporting Person (Voluntary)	Officer (give title below)		Other (Specify below)	7.Individual or Joint/ Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than Reporting Person
 (City) (State) (Zip) 	TABLE I - Non-Deri	vative S	ecurities Benef	icially Owned	
 1.Title of Security (Instr. 4) 	2.Amount of Securitie Beneficially Owned (Instr. 4) 			Ownership (Instr. 5)	
		ı	 	 	

Reminder: Report on a separate line for each class securities owned directly or indirectly. *If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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FORM 3 (continued) TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible security)

i	Title of Derivative Security (Instr. 4)	2.Date Exerci Expiration (Month/Day/ 	Date	'	unt of Underlying curity (Instr. 4)	4.Conversion or Exercise Price of Derivative Security 	5. 6.Nature of Own. Indirect Form Beneficial of Ownership Deri. (Instr. 5) Sec. Dir. (D)	
		Date Date Exercisable	Expiration Date -	- Title -	Amount or Number of Shares	 	or Ind. (I) 	
			1	1				

Stock Option (R	(01)	07/22/2009 	Common Stock	10,500 	\$46.5625 	l D	
Stock Option (R	(02)	01/13/2010 	Common Stock	20,000	\$43.0000 	D D	
 		 	 	 		 	

Explanation of Responses:

- (01) The options become exercisible in increments of one-third; One-third became exercisible on the date of grant, one-third upon the Company's common stock having closing price on the New York Stock Exchange of \$57.15 and \$71.43, respectively, for five trading days, they also become exercisible on the eighth anniversary of their grant (July 22, 2007) subject to terms regarding the reporting person's continued service with the Company.
- (02) These options become exercisible upon the Company's common stock having a closing price on the New York Stock

 Exchange of \$51.60, for five days, they also become exercisible on the fifth ann iversary of the grant (January 13, 2005)

 subject to terms regarding the reporting person's continued service with the Company.

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

/s/Mary F. Eure (POA) 05/25/2000
-----**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.

Newman, Jane Bonnie

SLM Holding Corporation