|F 0 R M 4|

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 3235-0287

Expires: September 30,1998

Estimated ave. burden

hours per response....0.5

1.Name and Address	of Reporting	Person*	2.Iss	uer Na	ame	and Ticker	or Tr	ading	Symbol	6			eporting Person to	
 Gilleland 	Diane	S. 	USA Education,Inc. of Reporting Person Year 						Issuer (Check all Applicable) (give title below)(Specify below) X Director 10% Owner					
(Last) (First) (MI)			3.IRS or Soc. Sec. No. of Reporting Person (Voluntary) 								 Officer Other (give title below)(Specify below) 			
11600 Sallie Mae Drive										 				
 (Street) 	(Street)			 							7. Individual or Joint/Group Filing (Check Applicable Line)			
Reston VA 20193						 			- 	X Form filed by One Reporting Person Form filed by More than One				
 	(05-5-)	/7:									Reporting	Person	n 	
(City) 	(State)	(Zip)		TABLE	Ι-	Non-Deriv	ative:	Securi	ities Acqui	ired,	Disposed of	or Bei	neficially Owned	
(Instr. 3)			c- 3.Trans. 4.Security ate Code Disposec /Yr) (Instr.8) (Instr.			d of (D) 3, 4 & 5)			Se Be	Securities		7.Nature of Indirect Beneficial Ownership (Instr. 4)		
 			j jc	ode V	, , 	Amour	nt	(A) (D)	 Price	j Mo	nth nstr. 3 & 4)	jòr	, 	
 Common Stock 	I	 02/07/20 		M 	! !	 70000		 A 		' 	I	 	 	
 Common Stock 		 02/07/20 	- 01 -	S 	· 	56271		 D 	 \$68.0000 	 	17249	 D 	 	
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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).

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FORM 4 (continued)

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

1.Title of 2.Conver- 3.	4.Tran-	5.Number of	6.Date	7.Title and Amount	8.Price of 9.N	√umber 10.	11.Nature
Derivative sion or Tra	ns saction	Derivative	Exercisabl	e of Underlying	Derivative c	of Own.	of
Security Exercise Dat	e Code	Securities	and	Securities	Security Der	rivative Form	Indirect
(Instr. 3) Price of (Mo	n/ (Instr.8)	Acquired (A) or	Expiration	(Instr. 3 & 4)	(Instr. 5) Sec	urities of	Beneficial
Deriva- Da	y/	Disposed of (D)	Date		Ber	nefi- Deri	Ownership
tive Yea	r)	(Instr. 3, 4 & 5)	(Month/Day	/	cia	ally Sec.	(Instr. 4)
Security		I	Year)		Owr	ned at Dir.	
		I		-	End	d of (D)	
		I		Amount or	Mor	nth or	
			Date Exp.	Title Number of	(Ir	nstr. 4) Ind.	1
	Code V	(A) (D)	Exbl. Date	Shares	1	(I)	1
				-			
	I						
Stock Opti \$39.3393 02/	97 M	700	00 08/1	3 Common Sto 70000	\$39.3393	35000 D	

on (Ri	gh	2001	ļ	ļ	ļ l		2007	ck		ļ l	l		
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Explanation of Responses:

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(01) The options become exercisable in increments of one-third upon the Company's common stock having a closing price on the New York Stock Exchange of \$42.86, \$57.15 and \$71.43, respectively, for five trading days, they also become exercis able on the t 13, 2005) subject to the reporting person's continued service with the Company.

**Intentional misstatements or omissions of facts constitute Federal	/s/Mary F. Eure (POA)	03/12/2001
Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).		
• •	**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

Gilleland, Diane S.

USA Education, Inc.

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