## U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if [ ] no longer Subject

|F 0 R M 5|

to Section 16.

|hours per response....1.0|

[ ] Form 3 Holdings Rep. 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

[ ] Form 4 Trans. Rep.

-	•							-				
1.Name and Address of Reporting Person*			2.Is	ssuer Name	and Ticker	or Tra	ading		6.Relationship of Reporting Person to     Issuer (Check all Applicable)			
Grant Ann Torre			  SLM Holding Corporation   (SLM) 						į ,	K ull	10% Owner	
(Last)	(Last) (First) (MI)			  3.IRS or Soc. Sec. No.  4.Stat   of Reporting Person   Year				for Month/		   Officer Other  (give title below)(Specify b		
11600 Sallie Mae Drive				of Reporting Person     (Voluntary)   			1/01/:	1999	     	pero	w)(Specify Delow)  	
(Street)			 						  7. Individual or Joint/Group Filing     (Check Applicable Line)			
Reston	teston VA 20193							X Form filed by One Reporting Person         Form filed by More than One     Reporting Person				
(City)	(State)	(Zip)	· 	TABLE I	· Non-Deriv	/ative \$	Secur	ities Acquin	red, Disposed of	or Bei	neficially Owned	
(Instr. 3)   tion [			cc-  3.Trans.  4.Security late   Code   Disposed //Yr) (Instr.8)  (Instr.			d of (D	) `	A) or   [5     	Beneficially Owned at End of	7.Nature of Indirect    Beneficial   Ownership   (Instr. 4)		
		   	İ		Amour	nt	(A) (D)			or  (I) 		
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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  $4(\acute{b})(v)$ .

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TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned FORM 5 (continued) (e.g., puts, calls, warrants, options, convertible security)

1.Title of 2.Conver  Derivative sion or  Security  Exercise  (Instr. 3) Price of   Deriva-     tive   Security	Trans  saction  Date   Code  (Mon/ (Instr.8)   Day/   Year)	Securities	6.Date  Exercisable  and  Expiration  Date  (Month/Day/   Year)	Securities   (Instr. 3 & 4) 	B.Price of 9.Number  Derivative  of  Security  Derivative  (Instr. 5) Securities   Benefi-      cially      0wned at	
		(A)   (D)   135.5188	      Date  Exp.  Exbl. Date 		End of   Year   (Instr. 4) 	(I)

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Explanation of Responses:

(01) Conversion or Exercise Price of Derivative Security is 1 to 1.
(02) Phantom Stock Units accrued under the Director Deferred Compensation Plan are to be settled in the Company's common stock upon the reporting person's separation from service.

\*\*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) 02/11/2000 \*\*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

Grant, Ann Torre

SLM Holding Corporation

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