

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>McGarry Steven</u> (Last) (First) (Middle) 300 CONTINENTAL DRIVE (Street) NEWARK DE 19713 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SLM CORP [SLM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/10/2017		F		6,866 ⁽¹⁾	D	\$12.43	350,021.3371	D	
Common Stock	02/10/2017		F		4,439 ⁽²⁾	D	\$12.43	345,582.3371	D	
Common Stock								2,141.858 ⁽³⁾	I	401(k) Savings Plan

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

Explanation of Responses:

- On February 10, 2015, Mr. McGarry was granted 50,793 restricted stock units ("RSUs") representing rights to receive shares of common stock of SLM Corporation (the "Company"), subject to continued employment, to vest in one-third increments on February 10, 2016, 2017 and 2018. On February 10, 2017, 16,931 shares vested in connection with these RSUs, of which 6,866 shares were withheld by the Company to satisfy Mr. McGarry's tax withholding obligations.
- On February 10, 2015, a portion of Mr. McGarry's 2014 Management Incentive Plan Award was granted in the form of RSUs that carry transfer restrictions that lapse in one-third increments on February 10, 2016, 2017 and 2018, regardless of continued employment. On February 10, 2017, the restrictions lapsed on 9,608 RSUs, and 4,439 shares of the Company common stock were withheld to satisfy Mr. McGarry's tax obligations in connection with the lapsing of such restrictions.
- Represents the number of units held in a unitized stock fund in the Sallie Mae 401(k) Savings Plan as of January 23, 2017

/s/ Nicolas Jafarieh (POA) for 02/14/2017
Steven J. McGarry.

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.