

1. Name and Address of Reporting Person  
Fitzpatrick, Thomas J.  
11600 Sallie Mae Drive  
Reston, VA 20193
2. Issuer Name and Ticker or Trading Symbol  
USA Education, Inc. (SLM)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
1/2002
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
( ) Director ( ) 10% Owner  
(X) Officer (give title below) ( ) Other (specify below)  
President & COO
7. Individual or Joint/Group Filing (Check Applicable Line)  
(X) 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	2. Trans- action Date  (Month/ Day/ Year)	3. Trans- action Code		4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of In- direct Bene- ficial Owner- ship
		Code	V	Amount	A/D	Price			
Common Stock	01/23/2002	M		200000	A	\$60.5000		D	
Common Stock	01/23/2002	S		-5900	D	\$87.2000		D	
Common Stock	01/23/2002	F		-155104	D	\$87.5200		D	
Common Stock	01/23/2002	S		-6006	D	\$87.4000		D	
Common Stock	01/23/2002	S		-1265	D	\$87.5900	240428	D	
Phantom Stock Units	12/31/2001	A	V	567.98	A	\$0.0000	87553	D	

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.	
Title of Derivative Security	Conver- sion or Exercise Price of Deriv- ative Security	Transac- tion Date (Month/ Day/Year)	Transac- tion Code	Number of Derivative Securities Acquired(A) Disposed(D)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities	Amount or Number of Shares	Price of Derivative Security	9.	10.	11.
									Benefi- cially Owned at End of Month	ity: Direct (D) or In- direct (I)	Nature of Bene- ficial Owner- ship
Stock Option (Right to buy)	\$60.5	01/15/2001	A	V 20000 0	01/15/2011	Common Stock	200000	\$60.5000		D	
Stock Option (Right to buy)	\$60.5	01/23/2002	M	20000 0	01/15/2011	Common Stock	200000	\$60.5000	0	D	

Explanation of Responses:

The phantom stock units were accrued under the Officers Deferred Compensation Plan on various dates since reporting person's last report at the prevailing market price.

Includes shares acquired under the Officer Deferred Compensation Plan. Units are settled in the Company's common stock.

These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of \$72.60, for five trading days, they also become exercisable on the fifth anniversary of the grant (January 15, 2006).

SIGNATURE OF REPORTING PERSON

/s/ Thomas J. Fitzpatrick

DATE

02/06/2002

