FORM 4

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

OMB APPROVAL
OMB Number 3235-0287
Expires: September 30,1998
Estimated ave. burden hours per response.....0.5

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

1.Name and Address of Reporting Person*	2.Issuer Name and Ticker or Trading Symbol	6.Relationship of Reporting Person to Issuer (Check all Applicable)
Waterfield, Jr. Randolph H.	SLM Holding Corporation	
(Last) (First) (MI)	3.IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4.Statement for Month/Year: October 1999
11600 Sallie Mae Drive		
(Street)	5.If Amendment, Date of Original (Month/Year)	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 Reporting Person
(City) (State) (Zip)		

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

1.Title of Security (Instr. 3)	2.Transaction Date (Mon/Day/Yr)	3.Trans. Code (Instr.8) Code	V	4.Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) Amount	(A) or (D)	Price	5.Amount of Securities Beneficially Owned at End of Month (Instr. 3 & 4)	6. Own. Form (D) or (I)	7.Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/01/1999	G	V	200	D	$.0000	1375	D	
Common Stock	10/21/1999	S		700	D	$44.0000	0	I	By Spouse

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(b)(v).

SEC 1474 (7-96)

FORM 4 (continued)

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

1.Title of Derivative Security (Instr. 3)	2.Conversion or Exercise Price of Derivative Security	3. Transaction Date (Mon/Day/Year)	4.Transaction Code (Instr.8) Code	V	5.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) (A)	(D)	6.Date Exercisable and Expiration Date (Month/Day/Year) Date Exbl.	Exp. Date	7.Title and Amount of Underlying Securities (Instr. 3 & 4) Title	Amount or Number of Shares	8.Price of Derivative Security (Instr. 5)	9.Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Form of Deri Sec. (D) or Ind. (I)	11.Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

**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) 11/09/1999

**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.

SEC 1474 (7-96)

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