|F O R M 4|

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

STATEMENT	OF	CHANGES	ΙN	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.Issue	Name	and Ticker	r or Tra	ding	Symbol	6.Relationship Issuer (Chec		eporting Person to Applicable)
Lambert III 	Benjamin	J. 	USA Educ of Rep		,Inc. g Person	Year			 (give title X Director	below	w)(Specify below) 10% Owner
 (Last) 	(Last) (First) (MI)		 3.IRS or Soc. Sec. No. of Reporting Person					•			
11600 Sallie Mae Drive		(Voluntary)			 January 2001 						
 (Street) 		 							f 7. Individual) (Check Appl		
 Reston 	VA 20	0193 I				 			X Form filed	by Or	ne Reporting Person
 			i I					Form filed by More than One			
City) (State) (Zip) TABLE I - Non-Derivative Securities Acquired, Disposed of or Beneficially Owned											
 1.Title of Security (Instr. 3) 		tion Da	te Co Yr) (Ins	de str.8)	Disposed	d of (D) 3, 4 &	5)	İ		Own. Form	
 		 	1	 	 Amou	- 1	(A) (D)	 Price		or	I
 Common Stock		 01/26/20 	 01 S 		180	1			19210.047	D	
 		 	·	·		 		 			

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).

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FORM 4 (continued) TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned (e.g., puts, calls, warrants, options, convertible security)

	16	10 - 1 - 010 - 1
1.Title of 2.Conver- 3. 4.Tran- 5.Number of	6.Date 7.Title and Amount	8.Price of 9.Number 10. 11.Nature
Derivative sion or Trans saction Derivative	Exercisable of Underlying	Derivative of Own. of
Security Exercise Date Code Securities	and Securities	Security Derivative Form Indirect
(Instr. 3) Price of (Mon/ (Instr.8) Acquired (A) or	Expiration (Instr. 3 & 4)	(Instr. 5) Securities of Beneficial
Deriva- Day/ Disposed of (D)	Date	Benefi- Deri Ownership
tive Year) (Instr. 3, 4 & 5	(Month/Day/	cially Sec. (Instr. 4)
Security	Year)	Owned at Dir.
		End of (D)
	Amount or	Month or
	Date Exp. Title Number of	(Instr. 4) Ind.
Code V (A) (D)	Exbl. Date Shares	(I)



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)

02/09/2001

**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 $\frac{1}{2}$

Lambert III, Benjamin J.

USA Education, Inc.

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