# SEC Form 4

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  $\Omega(h) of$ 

#### OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

	dress of Reporting F		2. Issuer Name and Ticker or Trading Symbol <u>SLM CORP</u> [ SLM ]		tionship of Reporting Pe all applicable) Director	erson(s) to Issuer 10% Owner	
(Last) 300 CONTIN	(First) ENTAL DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2013		Officer (give title below)	Other (specify below)	
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing (Check Applicable		
(Street) NEWARK	DE	19713		X	Form filed by One Reporting Person		
					Form filed by More th Person	an One Reporting	
(City)	(State)	(Zip)					

### 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)	Code (Instr.		4. Securities A Disposed Of ( 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Stock	02/07/2013		A		6,141 <sup>(1)</sup>	Α	\$ <mark>0</mark>	186,594	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature of Securities Underlying Derivative Security Conversion Date Execution Date, Derivative of Indirect Transaction Expiration Date derivative Ownership of Derivative or Exercise (Month/Dav/Year) Code (Instr. (Month/Day/Year) Security Securities Form: Beneficial Price of (Month/Day/Year) 8) (Instr. 5) Beneficially Direct (D) Securities Ownership

(Instr. 3)	Price of Derivative Security	(wonunbayrear)	(Month/Day/Year)	8) Securities		Derivative Security (Instr. 3 and 4)		(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Options (Right to Buy)	\$17.91	02/07/2013		A		39,145		(1)	02/07/2018	Common Stock	39,145	\$0	39,145	D		

Explanation of Responses:

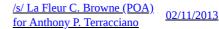
1. Title of

Derivative

Security

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1. Represents annual grant of equity awards to a non-employee director. The restricted stock and stock options will vest if the non-employee director is re-elected as a director at the Company's 2013 annual meeting of shareholders, which meeting is currently scheduled for May 30, 2013.



Date

\*\* Signature of Reporting Person

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.