SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| \Box | 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 or Section 30(h) of the Investment Company Act of 1940

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

| 1 | ress of Reporting Pe LELAND DL | | 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) 11600 SALLI | (First) E MAE DRIVE | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/29/2004 | | Officer (give title below) | Other (specify below) | | | |
| (Street) RESTON (City) | VA (State) | 20193 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Fili Form filed by One Re Form filed by More th Person | porting Person | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |

| 1. Title of Security (Instr. 3) | (Month/Day/Year) if any | | Execution Date, Transa | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 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 | Reported Transaction(s) (Instr. 3 and 4) | | (1130.4) |

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. Transa Code (8) | | 5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and | ed ed nstr. | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Expiration Date | | Expiration Date | | Expiration Date of Secur (Month/Day/Year) Underly Derivati | | nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | SecuritiesDerivativenderlyingSecurityerivative Security(Instr. 5) | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|---|-------------------|--|--------------------|-----------------|--|-----------------|--------|--|--|--|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | | | | | | |
| Stock Option (Right to buy) | \$37.87 | 01/29/2004 | | A | | 12,775 | | (1) | 01/29/2014 | Common Stock | 12,775 | \$0 | 12,775 | D | | | | | | | |

Explanation of Responses:

1. These options become exercisable upon (1) the Company's common stock having a closing price on the New York Stock Exchange of \$45.44 for five trading days or (2) the Director's election to the SLM Corporation Board at the 2004 annual shareholder meeting, whichever is later. These options also become exercisable on the fifth anniversary of the grant (January 29, 2009).

| | <i>.</i> | 0 | · · | | · · | · · |
|----------------|-----------|--------|-------|------|-----|------------|
| <u>Mary F.</u> | Eure (I | POA |) | | | 01/30/2004 |
| ** Signati | ure of Re | portin | g Per | rson | | 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.