

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

FORM 5

OMB APPROVAL

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if
[] no longer Subject
to Section 16.

OMB Number 3235-0362
Expires: September 30, 1998
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hours per response.....1.0

[] Form 3 Holdings Rep. 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
[] Form 4 Trans. Rep. 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) | |
| Overend | Mark | | SLM Holding Corporation (SLM) | | Director | 10% Owner |
| (Last) | (First) | (MI) | 3. IRS or Soc. Sec. No. of Reporting Person (Voluntary) | 4. Statement for Month/Year | X Officer Other ---(give title below) --- (Specify below) | |
| 11600 Sallie Mae Drive | | | | 01/01/1999 | Senior Vice President & Chief Financial Officer | |
| (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) | 4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 & 4) | 6. Own. Form (D) or (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------------------------|---------------------------|---|---------|-----------|--|-------------------------|---|
| | | | Amount | (A) (D) | Price | | | |
| Common Stock | 03/12/1999 | A | 1.1365 | A | \$45.0000 | | | |
| Common Stock | 06/18/1999 | A | 1.2848 | A | \$46.5625 | | | |
| Common Stock | 09/17/1999 | A | 1.3679 | A | \$45.8750 | | | |
| Common Stock | 12/17/1999 | A | 1.5363 | A | \$43.2500 | 19061.2 | D | |
| Phantom Stock Units | | | | | \$.0000 | 1730.7549 (01) | D | |
| Common Stock | | | | | \$.0000 | 4892.94 (02) | I By 401k Plan | |

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 2270 (7-96)

FORM 5 (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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned at End of Year (Instr. 4) | 10. Own. Form (D) or (I) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|------------------------------------|--------------------------------|--|-----|--|-----------|---|--|--|--------------------------|--|-------|
| | | | | (A) | (D) | Date Exbl. | Exp. Date | | | | | | Title |
| Phantom Stock Units | | 12/31/1999 | A | 91.8045 | | | | Common Stock | | 91.8045 | | D | |

