## U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |Expires: September 30,1998| |Estimated ave. burden |hours per response....1.0|

[	]	no	longer Subject
		to	Section 16.

Check this box if

|F O R M 5|

[ ] 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 Section 30(f) of the Investment Company Act 1940 [ ] Form 4 Trans. Rep.

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1.Name and Address of Reporting Person*						or Tra	ading		6.Relationship of Reporting Person to   Issuer (Check all Applicable)				
Fitzpatrick	Thomas	J.     	SLM 	Holding Co	orporation			(SLM	)     Director		   10% Owner 		
(Last)	3.IRS or Soc. Sec. No.     of Reporting Person     (Voluntary)			4.State Year	 ement 1/01/1			X Officer					
					., 01,1		Executiv	Executive Vice President					
(Street)								7. Individual or Joint/Group Filing     (Check Applicable Line)					
Reston	Reston VA 20193									X Form filed by One Reporting Person   			
 									Reporting				
(City)	(State)	(Zip)						ties Acqui			neficially Owned		
1.Title of Security  2.Transa (Instr. 3)   tion D		c-  3.Trans. ate   Code /Yr) (Instr.8)		4.Security	Acqui	red (A	(A) or   	5.Amount of Securities Beneficially Owned at End o	Own.  Form	(Instr. 4)			
		'   	   	   	Amour		(A)   (D)	I	Fiscal Year (Instr. 3 & 4)	(I)	i i		
Common Stock	I	[ [			1 1	I		\$.0000		   D 	 		
Phantom Stock Units		     	ا ا ا	       			               	\$.0000	14963.8471		 		
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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  $4(\vec{b})$  (v).

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TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned FORM 5 (continued) (e.g., puts, calls, warrants, options, convertible security)

1.Title of	2.Conver-	- 3.	4.Tran-	5.Number of		6.Da	te	7.Title ar	nd Amount	8.Price of	9.Number	10.  11.Na	ature
Derivative	sion or	Trans	saction	Derivativ	'e	Exer	cisable	of Under	lying	Derivative	of	Own.  of	E
Security	Exercise	Date	Code	Securitie	:S	and	1	Securiti	es	Security	Derivative	Form Indi	rect
(Instr. 3)	Price of	(Mon/	(Instr.8)	Acquired	(A) or	Expi	ration	(Instr.	3 & 4)	(Instr. 5)	Securities	of  Bene	ficial
	Deriva-	Day/		Disposed	of (D)	Date	1			1	Benefi-	Deri Owner	rship
	tive	Year)		(Instr. 3	, 4 & 5)	(Mon	th/Day/			1	cially	Sec. (Inst	cr. 4)
T	Security	1 1				Ye	ear)			1	Owned at	Dir.	I
										·	End of	(D)	
						1	1 1		Amount or	1	Year	or	
						- Date	Exp.	Title	Number of	1	(Instr. 4)	Ind.	1
T		1 1		(A)	(D)	Exbl	. Date		Shares	1		(I)	1
		-				-	-		-				
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1	1			I		1			1	1		1 1	1
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Explanation of Responses:

(01) Since the reporting person's last filing, share equivalents are now reported as Phantom Stock Units. Includes shares ac quired under the Officer Deferred Compensation Plan. Units are settled in the Company's common stock.

\*\*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) 02/11/2000 \*\*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

Fitzpatrick, Thomas J.

SLM Holding Corporation

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