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

|F 0 R M 5| Check this box if ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP no longer Subject

to Section 16.

| OMB APPROVAL | |
|----------------------------|---|
| | |
| OMB Number 3235-0362 | 2 |
| Expires: September 30,1998 | 3 |
| Estimated ave. burden | |
| hours per response1.0 |) |

|] Form 3 Holdings Rep. | Filed pursuant to Section 16(a) of the Securities Exchange Section 17(a) of the Public Utility Holding Company Act | |
|----------------------------|---|-----------|
|] Form 4 Trans. Rep. | Section 30(f) of the Investment Company Act 194 | 10 |
| 1.Name and Address of Repo | orting Person* 2.Issuer Name and Ticker or Trading Symbol | 6.Relatio |

|] Form 4 Trans. R | ₹ер. | : | Sect | ion 30(f) (| of the Inv | estment | Compa | any Act 1940 | | | | |
|---|---------|-----------------------------------|---|--------------------------------------|------------------------------|-----------|-------------|---|--|----------------|-----------------------------------|--|
| 1.Name and Address | | | ĺ | | | r or Tr | ading | Symbol | 6.Relationship Issuer (Check | | eporting Person to Applicable) | |
| Daley | Charles | L. | USA Education,Inc. (SLM) | | | | | X Director | | 10% Owner | | |
| (Last) (First) (MI) 11600 Sallie Mae Drive | | | 3.IRS or Soc. Sec. No. 4.Sta of Reporting Person Yea (Voluntary) | | | Year | | | Officer Other (give title below)(Specify below | | | |
| (Street) | | | | | 5.If Amendment, Date of | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| Reston | VA 2 | 0193 | | | | | | | X Form filed | by 0 | ne Reporting Person | |
| | | | i I | | | | | | Form filed Reporting I | | ore than One n | |
| (City) | (State) | (Zip) | | TABLE I | - Non-Deri | vative | Secur | ities Acquir | ed, Disposed of | or Be | neficially Owned | |
| 1.Title of Securit (Instr. 3) | ty | 2.Transa tion D (Mon/Day | ate | 3.Trans. Code (Instr.8) | Dispose | d of (D |) ` | A) or 5 | Securities Beneficially Owned at End of | Own. Form | Ownership | |
| | | | | | Amou | | (A) (D) | | Fiscal Year (Instr. 3 & 4) | | | |
| Common Stock | 1 | ' ! ! | | | | I | ! ! | | 21165 | D | | |
| Common Stock | | | | | | | | - \$.0000 | 875 | I | By Partnership | |
| | | | | | | | | - | | | | |
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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(b)(v).

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FORM 5 (continued)

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

| 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 | | 1 | Benefi- | Deri Ownership |
| tive Year) | (Instr. 3, 4 & 5) | (Month/Day/ | | 1 | cially | Sec. (Instr. 4) |
| Security | 1 | Year) | | | Owned at | Dir. |
| | | | | 1 | End of | (D) |
| | | | Amount or | 1 | Year | or |
| | | - Date Exp. | Title Number of | | (Instr. 4) | Ind. |
| | (A) (D) | Exbl. Date | Shares | | | (I) |
| | | | | | | |

| Stock Opti on (Righ | \$56.3800 | | Α | | l | | 01/13 2010 | | Sto | 15221 | \$56.3800 | 15221 | D | |
|---------------------------------------|---------------|--------------------------|---|--------------------|-----------|----------------|--------------------------|------------------------|---------|---------------------|-------------------------|-------------------------|-----------------|---------------|
| t to buy) | | | | | | (01) | | | | - | - | | | |
| Stock Opti on (Righ t to buy) | \$58.1300 | 11/08 2000 | A | 24097 | | İ | 08/13 2007 | Common | | 24097 | \$58.1300 | 24097 | D | |
| Phantom St ock Units | | 12/31 2000 | | 14.7107 | | | | Common ck | Sto | 14.7107 | | 973.4807 | D | |
| i i | (02) | | | | | (03) | (03) | j | | | (02) | j | j | |
| | | | | | | | | | | | | | | |
| i i | | | | | | | | | | | | | | |
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Explanation of Responses:

- (01) These options become exercisable twelve months from the grant date.
 (02) Conversion or Exercise Price of Derivative Security is 1 to 1
- (03) Phantom Stock Units accrued under the Director Deferred Compensation Plan are to be settled in the Company's common stoc k upon the reporting person's separation from service.

| *Intentional | misstatements | or | omissio | ns of | facts | constitute Federal | |
|--------------|---------------|----|---------|-------|--------|--------------------|--|
| Criminal Vi | olations. See | 18 | U.S.C. | 1001 | and 15 | U.S.C. 78ff(a). | |

/s/Mary F. Eure (POA) 02/14/2001

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person Date

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

Daley, Charles L.

USA Education, Inc.

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