Instruction 1(b)

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL								
	OMB Number:	3235-0287							
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ı	hours per response:	0.5							

					or	Secti	on 30(h)	of the I	nvestme	nt Co	mpany Act	of 194	40							
1. Name and Address of Reporting Person* <u>Lutz Laurent Charles</u>						2. Issuer Name and Ticker or Trading Symbol SLM CORP [ SLM ]									5. Relationship of Reporting Person(s) to Issu (Check all applicable)  Director 10% Ow					Owner
(Last)	(Last) (First) (Middle) 300 CONTINENTAL DRIVE					3. Date of Earliest Transaction (Month/Day/Year) 01/26/2018									X Officer (give title Other (specify below) below)  EVP, GC and Secretary					
(Street)  NEWARK  DE  19713  (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
		Tab	le I - No	n-Deriv	/ative	Se	curitie	es Acc	uired	, Dis	posed o	f, oı	r Ben	efici	ally O	wne	ed			
Da				2. Transaction Date (Month/Day/Year)		r) E	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4				4 and 5)		5. Amount of Securities Beneficially Owned Following Reported		wnership m: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	Amount				(A) or (D)	Price	.   1	Transaction(s) (Instr. 3 and 4)				(111301. 4)			
Common Stock 01/26						2018			A		38,726	(1)	A	\$0		403,888			D	
Common Stock 01/26/						2018			A		17,671 <sup>0</sup>	(2) A		\$0		421,559			D	
Common Stock 01/26					5/2018	2018			F 753 <sup>(</sup>		753 <sup>(3)</sup>		D	\$11.62		420,806			D	
		Ta									osed of, onvertib					ned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any (Month/D	n Date,	actior (Instr.			6. Date I Expirati (Month/I		Amount of Securities Underlying Derivative Security (Instrand 4)  Amount or Number of Number of Security (Instrand 4)		ount nber	8. Pric Deriva Securi (Instr.	tive ty	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	(     (	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

## **Explanation of Responses:**

1. A long-term incentive award of restricted stock units ("RSUs") under the SLM Corporation 2012 Omnibus Incentive Plan, which is classified as "Common Stock," as permitted, since the RSUs will be settled solely by delivery of shares of SLM Corporation (the "Company") common stock. Subject to continuing employment, these RSUs vest in one-third increments on January 26, 2019, 2020 and 2021.

- 2. A portion of the reporting person's 2017 Management Incentive Plan Award was granted in the form of RSUs that carry transfer restrictions that lapse in one-third increments on January 26, 2019, 2020 and 2021, regardless of continued employment.
- 3. Represents shares of the Company common stock required to be withheld to satisfy the reporting person's tax withholding obligations upon the grant of RSUs.

/s/ Nicolas Jafarieh (POA) for Laurent C. Lutz

01/30/2018

\*\* Signature of Reporting Person

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.