## |F 0 R M 4|

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL IOMB Number 3235-02871 |Expires: September 30,1998| |Estimated ave. burden |hours per response....0.5|

[ ] Check this box if no longer Subject Section 17(a) of the Public Utility Holding Company Act of 1935 or to Section 16. Section 30(f) of the Investment Company Act 1940 |6.Relationship of Reporting Person to |1.Name and Address of Reporting Person\* |2.Issuer Name and Ticker or Trading Symbol Issuer (Check all Applicable) |SLM Holding Corporation **I** Carev J. Paul of Reporting Person | Year Director (MI) 3.IRS or Soc. Sec. No. |4.Statement for Month/ (First) I X Officer (Last) of Reporting Person Year 11600 Sallie Mae Drive (Voluntary) January 2000

(give title below) ---(Specify below) 10% Owner 0ther |---(give title below) ---(Specify below) Executive Vice President |5.If Amendment, Date of |7. Individual or Joint/Group Filing | Original (Month/Year) | (Check Applicable Line) (Street) (Check Applicable Line) Reston X Form filed by One Reporting Person Form filed by More than One |--- Reporting Person (Citv) (State) (Zip) TABLE I - Non-Derivative Securities Acquired, Disposed of or Beneficially Owned 1.Title of Security |2.Transac-|3.Trans. |4.Security Acquired (A) or 15.Amount of 16. |7.Nature of Indirect Disposed of (D) (Instr. 3, 4 & 5) (Instr. 3) tion Date I Code Securities I Own . I Beneficial |(Mon/Day/Yr)|(Instr.8)| Beneficially | Form | Ownership Owned at End of | (D) | (Instr. 4) Month lor (Instr. 3 & 4) Code ٧ Amount j(D) (I) | | 1 01/27/2000 1883 \$ 00001 47624.5536 LCommon Stock I V I A I D |Phantom Stock Units 01/27/2000 (01) ICommon Stock \$.00001 1121.87 | 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).

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TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned FORM 4 (continued) (e.g., puts, calls, warrants, options, convertible security)

1.Title of 2.Conver- 3.  4	4.Tran-  5.Numb	er of  6.	.Date	7.Title and Amount	8.Price of 9.Number	10.  11.Nature
Derivative sion or  Trans	saction  Deri	vative  E>	xercisable	of Underlying	Derivative  of	Own.  of
Security  Exercise  Date	Code   Secu	ırities İar	nd j	Securities	Security  Derivative	Form Indirect
(Instr. 3) Price of  (Mon/)	(Instr.8)  Acqu	ired (A) or  E>	xpiration	(Instr. 3 & 4)	(Instr. 5) Securities	of  Beneficial
Deriva-   Day/	) Dis	osed of (D)   Da	ate i	•	Benefi-	Deri Ownership
	i (Ins	str. 3, 4 & 5)   (N	Month/Day/		cially	Sec. (Instr. 4)
	i `	, , , , , , , , , , , , , , , , , , ,	Year) i		Owned at	Dir. ` '
i i i	i	j	i.		End of	(D) i
i i i	i	i	ı i	Amount or	j j Month	iòr´ i i
i i i	j	İ Da	ate  Exp.	Title   Number of	(Instr. 4)	Ind.
i i i	Code  V   (A	· ·	xbl. Date	Shares	,	(I)
		·				
i i i i i i i i i i i i i i i i i i i			1 . 1	· · · · · · · · · · · · · · · · · · ·	I I	1 1 1
i i i	i i	i i	i i	i	i i	i i i
i i i	i i	i i	i i	i	i i	i i i
i i i	i i	i i	i i	i	i i	i i i
- i i i i i -	ii	i i	ii.	ii	iii	iii



Explanation of Responses:
(01) Includes shares acquired 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) 02/15/2000 \*\*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

Carey, J. Paul

SLM Holding Corporation

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