## U.S. SECURITIES AND EXCHANGE COMMISSION

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

|F O R M 5| Washington, D.C. 20549 |Expires: September 30,1998| |Estimated ave. burden

to Section 16. [ ] 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

Check this box if

[ ] no longer Subject

|hours per response....1.0|

1.Name and Address of Reporting Person*			2.Is	ssuer Name	and Ticker	r or Tra	ading	6.Relationship of Reporting Person to				
  Shapiro Steven L.   			  SLM Holding Corporation   (SLM) 						Issuer (Check all A    )     X Director	pplicable) 10% Owner		
			3.IRS or Soc. Sec. No.   of Reporting Person   (Voluntary)						   Officer  (give title below)   	Other(Specify below)		
(Street)								[  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-Deriv	vative :	Secur:	ities Acqui	red, Disposed of or Bene	ficially Owned		
1.Title of Security (Instr. 3)		2.Transac-   tion Date  (Mon/Day/Yr		Code	Disposed (Instr.	d of (D)	of (D)		Securities  Own.  Beneficially  Form  Owned at End of (D)			
		 		 	Amour		(A)	ı i	Fiscal Year  (I)   (Instr. 3 & 4)			
Common Stock		03/12/19	999	   A   		 2.6857	A	   \$45.0000				
Common Stock		06/18/19	ĺ	i i				\$46.5625    \$46.5625	- 			
Common Stock		1		   A   				   \$45.8750  	- 			
Common Stock		12/17/19	999	   A	;	3.0664	A	   \$43.2500  	8299.74   D			
			   	   					       !			
				   				 	- 			
		   		   				 	-     			

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  $4(\hat{b})$  (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	•	6.Date		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		Benefi-	Deri Ownership
tive   Year)	(Instr. 3, 4 & 5)	(Month/Day/		cially	Sec. (Instr. 4)
Security		Year)		Owned at	Dir.
				End of	(D)
			Amount or	Year	or
		Date  Exp.	Title  Number of	(Instr. 4)	Ind.
	(A) (D)	Exbl. Date	Shares	I I	(I)
Phantom St   12/31	A   34.5486		Common Sto  34.5486	2576.84	D
ock Units    1999	I I	1 1	ck	1	

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Explanation of Responses:

(01) Conversion or Exercise Price of Derivative Security is 1 to 1.
(02) 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 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

Shapiro, Steven L.

SLM Holding Corporation

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