U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP] no longer Subject to Section 16.

|F 0 R M 5|

|Expires: September 30,1998| |Estimated ave. burden |hours per response....1.0|

[] 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. |1.Name and Address of Reporting Person* |2.Issuer Name and Ticker or Trading Symbol |6.Relationship of Reporting Person to Issuer (Check all Applicable)

Daley Charles L. |SLM Holding Corporation (SLM) | X Director 10% Owner | Officer 0ther (Last) (First) (MI) 3.IRS or Soc. Sec. No. 4.Statement for Month/ of Reporting Person ---(give title below) ---(Specify below) 11600 Sallie Mae Drive (Voluntary) 01/01/1999 |5.If Amendment, Date of |7. Individual or Joint/Group Filing (Street) Original (Month/Year) | (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-Derivative Securities Acquired, Disposed of or Beneficially Owned | |1.Title of Security 15.Amount of 16. | 7.Nature of Indirect |2.Transac- |3.Trans. |4.Security Acquired (A) or | tion Date | Code | Disposed of (D) |(Mon/Day/Yr)|(Instr.8)| (Instr. 3, 4 & 5) |Own.| Beneficial |Form| Ownership (Instr. 3) Securities Beneficially Owned at End of | (D) | (Instr. 4) Issuer's jòr Fiscal Year |(I)| Amount (0) Price (Instr. 3 & 4) I 03/12/1999 I A 2.6857 | A 06/18/1999 | A ICommon Stock 2.5651 | A | \$46.5625| Common Stock 09/17/1999 | A 2.7298 | A | \$45.8750| 13024.74 | D |Common Stock | 12/17/1999 | A 3.0663 | A \$43.2500

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 $4(\acute{b})(v)$.

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

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1.Title of	2.Conver-	3.	4.Tran-	5.Number o	f	6.Dat	e	7.Title an	d Amount	8.Price of	9.Number	10.	11.Nature	
Derivative	sion or	Trans	<pre> saction</pre>	Derivati	ve	Exerc	isable	of Under	lying	Derivative	of	Own.	of	
Security	Exercise	Date	Code	Securiti	es	and		Securiti	es	Security	Derivative	Form	Indirect	
(Instr. 3)	Price of	(Mon/	(Instr.8)	Acquired	(A) or	Expir	ation	(Instr.	3 & 4)	(Instr. 5)	Securities	of	Beneficial	
i` ´	Deriva-	Day/	j` ´	Disposed	of (D)	Date		į `	•	i` ´	Benefi-	Deri	Ownership	
İ	tive	(Year)	İ	(Instr.	3, 4 & 5)	(Mont	h/Day/	İ		İ	cially	Sec.	(Instr. 4)	
i	Security	į ´	İ	i `	,	i Ye	ar) ĺ	İ		İ	Owned at	Dir.	i` í	
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i	Ì	İ	İ	(A)	(D)	Exbl.	Date	İ	Shares	İ	i` ´	(I)	i i	
j	j	i	j	j	j	i	i	j	j	j	j	j	ji	
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Phantom St	1 ' '	112/31	l A	12.853	i .	1 .	I	Common Sto	12.853	I	958.77	l D	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 stock 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

Daley, Charles ${\sf L.}$

SLM Holding Corporation

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