SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Check this box if no longer subject to |
| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
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| hours per response: | 0.5 | | | | | | | | | |

| 1 | ress of Reporting Per | | 2. Issuer Name and Ticker or Trading Symbol SLM CORP [SLM] | | tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner | | | |
|-----------------------|-----------------------|-------|--|-------------------|--|-----------------------|--|--|
| (Last) 12061 BLUEN | (First) (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2006 | | Officer (give title below) | Other (specify below) | | |
| 4 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Group Filing (Check Applicable | | | |
| (Street) RESTON | VA | 20190 | | X | Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| (City) | (State) | (Zip) | | | Person | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. | | 4. Securities Disposed Of | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|------------------------------|---------------|-----------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock | 02/15/2006 | | М | | 10,500 | A | \$10.2857 | 26,918 | D | |
| Common Stock | 02/15/2006 | | S | | 24,600 | D | \$55.3 | 2,318 | D | |
| Common Stock | 02/15/2006 | | S | | 1,048 | D | \$55.48 | 1,270 | D | |
| Common Stock | | | | | | | | 537,771 | Ι | By Limited Partnerships |

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

| | (eig.) pare, variante, optione, contentiate ecounties/ | | | | | | | | | | | | | | |
|---|---|--|---|------------------------------|---|-----|--------|--|--------------------|---|--|---|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$10.2857 | 02/15/2006 | | D | | | 10,500 | 01/23/1997 | 01/23/2007 | Common Stock | 10,500 | \$10.2857 | 0.0000 | D | |

Explanation of Responses:

Remarks:

By: Mary F. Eure (POA)

02/15/2006

Date

** Signature of Reporting Person

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.