| SEC Form 4 |
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| Estimated average burden |           |  |  |  |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |  |  |  |

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

| 1. Name and Add<br><u>McGarry S</u> | 1 .  | ) Person*     | 2. Issuer Name <b>ar</b><br><u>SLM Corp</u> [ |                 | ading Symbol                 |                        | ationship of Reporti<br>( all applicable)<br>Director | Issuer<br>Dwner |          |  |  |  |
|-------------------------------------|--|---------------|---|-----------------|------------------------------|------------------------|---|-----------------|----------|--|--|--|
| (Last)<br>300 CONTIN                | (First)<br>ENTAL DRIV  | (Middle)<br>E | 3. Date of Earliest<br>02/25/2022             | Transaction (I  | /lonth/Day/Year)             | X                      | Officer (give title<br>below)<br>EVP & Chief I        | below           | ,        |  |  |  |
| (Street)                            | DE   | 19713         | 4. If Amendment,                              | Date of Origina | I Filed (Month/Day/Year)     | 6. Indiv<br>Line)<br>X | vidual or Joint/Grou<br>Form filed by On              |                 |          |  |  |  |
| (City)                              | (State)  | (Zip)         |   |                 |                              |                        | Form filed by Mo<br>Person                            | re than One Re  | porting  |  |  |  |
|                                     | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |               |   |                 |                              |                        |   |                 |          |  |  |  |
| 1 Title of Secur                    | ity (Instr 3)  | 2 Transaction | 2A Deemed                                     | 3               | 4 Securities Acquired (A) or | 5                      | Amount of   | 6 Ownershin     | 7 Nature |  |  |  |

| 1. Title of Security (Ins | tr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities<br>Disposed Of |               | ed (A) or<br>tr. 3, 4 and 5)    | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported<br>Transaction(s) (Instr. | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | of Indirect<br>Beneficial<br>Ownership |
|---------------------------|--------|--|---|-----------------------------|---|------------------------------|---------------|---------------------------------|--|--|--|
|                           |        |  |   | Code                        | v | Amount                       | (A) or<br>(D) | Price                           | 3 and 4)   | (Instr. 4)   | (Instr. 4)                             |
| Common Stock              |        | 02/25/2022                                 |   | S                           |   | 22,834                       | D             | <b>\$19.8919</b> <sup>(1)</sup> | 313,893.4793 <sup>(2)(3)</sup>   | D  |  |
| Common Stock              |        | 02/28/2022                                 |   | S                           |   | 15,016                       | D             | \$19.75                         | 298,877.4793 <sup>(2)(3)</sup>   | D  |  |
| Common Stock              |        | 02/28/2022                                 |   | F                           |   | 922 <sup>(4)</sup>           | D             | \$19.7                          | 297,955.4793 <sup>(2)(3)</sup>   | D  |  |

 

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

|   | 1   |  |   | -                            |   |   |  |     |                         |       |   |  |  |  |  |
|---|---|--|---|------------------------------|---|---|--|-----|-------------------------|-------|---|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Number 6. Date Exercisable a Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Exercisable Expirat Date (A) (D) Date Exercisable Expirat Date (A) (D) Date Exercisable Expirat Date (A) |  | ite | Amount of<br>Securities |       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |   | Code                         | v |   |  |     | Expiration<br>Date      | Title | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |

Explanation of Responses:

1. The price in Column 4 is a weighted average price. The prices actually received ranged from \$19.83 to \$19.905. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of units sold at each price within the range.

2. Includes Dividend Equivalent Units in connection with restricted stock units held by the reporting person.

3. Includes shares of Common Stock acquired under a dividend reinvestment plan.

4. Represents shares of the Company Common Stock to be withheld to satisfy the reporting person's tax withholding obligations.

**Remarks:** 

<u>/s/ Jeffrey Lipschutz (POA)</u> for Steven J. McGarry

03/01/2022

\*\* Signature of Reporting Person D

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.

n Date