|F 0 R M 4|

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check this box if no longer Subject to Section 16.

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

İ			2.Issuer Name and Ticker or Trading Symbol							6.Relationship of Reporting Person to Issuer (Check all Applicable)					
	monias	J. \ 	of Reporting Person				Year			 (give title Director	 (give title below)(\$ Director 10				
(Last) (First) (MI)			3.IRS or Soc. Sec. No. 4				4.Statement for Month/ Year				X Officer Other (give title below)(Specify bel				
11600 Sallie Mae	Drive		of Reporting Person (Voluntary)							(give title	рето	w)(Specify below)			
 								anuary	y 2001	 Executive	Executive Vice President				
 (Street) 							5.If Amendment, Date of Original (Month/Year)			f 7. Individual) (Check Appl	7. Individual or Joint/Group Filing (Check Applicable Line)				
 Reston	VA 20	0193								X Form filed	X Form filed by One Reporting Person				
										Form filed by More than One Reporting Person					
 (City) 	(State)	(Zip)		TABL	E I -	- Non-Deriv	ative S	Securi	ities Acqui	red, Disposed of	or Bei	neficially Owned 			
(Instr. 3)		2.Transac tion Da (Mon/Day/				Disposed				5.Amount of Securities Beneficially	6. Own. Form				
 		 	- 	 		 		(A)	 	Owned at End of Month	or	(Instr. 4)			
) -	Code 	V 	Amour	nt 	(D) 	Price 	(Instr. 3 & 4)	(I) 	 			
 Common Stock 	I		 01 	M))	A 	 \$43.0000 	I	 				
 Common Stock 		01/25/200	- 01 	F		19548 	3	 D 	 \$62.0000 		 	 			
Common Stock		01/25/200	- 01 	S		127798	3	 D 	 \$62.0000 			 			
Common Stock		01/26/20	01 -	M		70006)	A A	\$39.3393 \$39.3		 				
 Common Stock 		 01/26/200 	- 01 	 M 		 333334 	 	 A 	 \$49.0000 		 	 			
 Common Stock 		 01/26/200 	- 01 !	 S 		 317806 	6 6	 D 	 \$62.3750 		 	 			
 Common Stock 		 01/26/200 	- 01 	 F !		 35477 	,	 D 	 \$62.3750 	135674	 D 	 			
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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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FORM 4 (continued)

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

1.Title of 2.Conver- 3.	4.Tran- 5.Number of	6.Date 7.Title and Amount	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
	(Instr. 3, 4 & 5)	(Month/Day/	cially Sec. (Instr. 4)
	i i	Year)	Owned at Dir.
i i i	į į		End of (D)
i i i	į į		Month or
i i i	jjj	Date Exp. Title Number of	(Instr. 4) Ind.
i i i	Code V (A) (D)	Exbl. Date Shares	j j j j j
i i i i i i i i i			
Stock Opti \$39.3393 01/26	M 700	00 08/13 Common Sto 70000	\$39.3393 1591 D

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 Stock Opti on (Righ t to buy)	İ	 01/26 2001 		 	 	 333334 	 	 07/16 2008 	 Common Sto ck 	333334 	 \$49.0000 	 166666 	 D 	
, ,	İ	İ	i	İ	j i	İ	(02)	į	İ	İ	İ	i	i	i i
Stock Opti on (Righ t to buy)	İ	 01/13 2000 		 V 	 175000 	 	 (03)	2010 	 Common Sto ck 	 175000 	 \$43.0000 	 	 	
		ļ		ļ									ļ	[]
Stock Opti on (Righ t to buy)		01/25 2001 		 	 	175000 	 	01/13 2010 	Common Sto ck 	175000 	\$43.0000 	0 	D 	
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xplanation	of Resnon	 sas'								·				
	The option	ns beco Stock I			sable in ind f \$42.86,	crements of \$57.15	one-t and \$7	hird u 1.43,	pon the Com respectivel	y, for five	trading da	ys, they als	so be	rice on the come exercis
	able on the table table able t		ject	to the	e reporting	person's c	ontinu	ed ser	vice with t		ighth anniv	ersary of tl	neir	grant (Augus
(02)						rements of	one-t	hird u	pon the Com	pany's comm				rice on the trading days
		so beco	ome e	xerci	sible on the									subject to t

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- he reporting person's continued service with the Company.
- These options become exercisible upon the Company's common stock having a closing price on the New York Stock Exchange of \$51.60, for five days, they also become exercisible on the fifth anniversary of the grant (January 13,

**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) 02/09/2001 **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.

(Righ|

|t to buy) |

| 2001|

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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

Fitzpatrick, Thomas J.

USA Education, Inc.

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cont. (03) 2005), but no sooner than one year from the grant date.

Fitzpatrick, Thomas J. USA Education, Inc.

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