SEC Form 4

FORM 4

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

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OMB APPROVAL
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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 Witter Jona | 1 4 |) Person [*] | 2. Issuer Name and Ticker or Trading Symbol <u>SLM Corp</u> [SLM] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--------------------------------|------------------|-----------------------|--|--|----------------------------|-----------------------|--|--|--|
| <u>vviller Jolia</u> | <u>uldii vv.</u> | | i | X | Director | 10% Owner | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | X | Officer (give title below) | Other (specify below) | | | |
| 300 CONTINENTAL DRIVE | | | 02/13/2023 | | CEO | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| NEWARK | DE | 19713 | | X | Form filed by One Re | porting Person | | | |
| | | | | | Form filed by More the | an One Reporting | | | |
| (City) | (State) | (Zip) | | | Person | | | | |
| | | Table I - Non-Deriva | ative Securities Acquired, Disposed of, or Bene | ficially | Owned | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Date Execution Date, Transac | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|------------------------------|------|---|------------|---------------|-------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 02/13/2023 | | A | | 381,913(1) | A | \$ <mark>0</mark> | 1,221,307.82 ⁽²⁾ | D | |
| Common Stock | 02/13/2023 | | F | | 184,836(3) | D | \$15.19 | 1,036,471.82(2) | D | |

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

| 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 Deriv Secu Acqu (A) of Dispo of (D) (Instr | 5. Number of Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | ate | Amount of | | 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 | | | | |

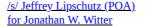
Explanation of Responses:

1. Represents shares awarded of the Company Common Stock in connection with the vesting of performance stock units awarded on April 20, 2020 ("PSUs"), as certified by the Compensation Committee on February 13, 2023.

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

3. Represents shares of the Company Common Stock required to be withheld to satisfy the reporting person's tax withholding obligations in connection with the vesting of the PSUs.

Remarks:



02/15/2023

** Signature of Reporting Person Date

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.