|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

OMB APPROVAL	
OMB Number 3235-0287	
Expires: September 30,1998	
Estimated ave. burden	
hours per response0.5	

1.Name and Address of Reporting Waterfield, Jr. Randolph 	j	2.Issuer Name and Ticker SLM Holding Corporation of Reporting Person				ading	Symbol	6.Relationship of Reporting Person to Issuer (Check all Applicable)			
	(MI) 3 		Sec. No. g Person	4.Statement for Month/ Year April 2000			-				
 (Street) 	 			 5.If Amendment, Date of Original (Month/Year)				7. Individual or Joint/Group Filing (Check Applicable Line)			
 Reston VA 20 	9193 							X Form filed by One Reporting Person Form filed by More than One Reporting Person			
City) (State)	(Zip)	TABL	E I -	- Non-Deriv	/ative \$	Securi	ities Acqui	red, Disposed of	or Ber	neficially Owned	
		.c- 3.Trans. 4.Security ate Code Disposed /Yr) (Instr.8) (Instr.			l of (D)			Securities Beneficially Owned at End of	Own. Form	Ownership	
	 	 Code	V	 Amou		(A) (D)	Price	Month (Instr. 3 & 4)	or (I)		
 Common Stock					 	A 	 \$32.0000 	 3375	D 		
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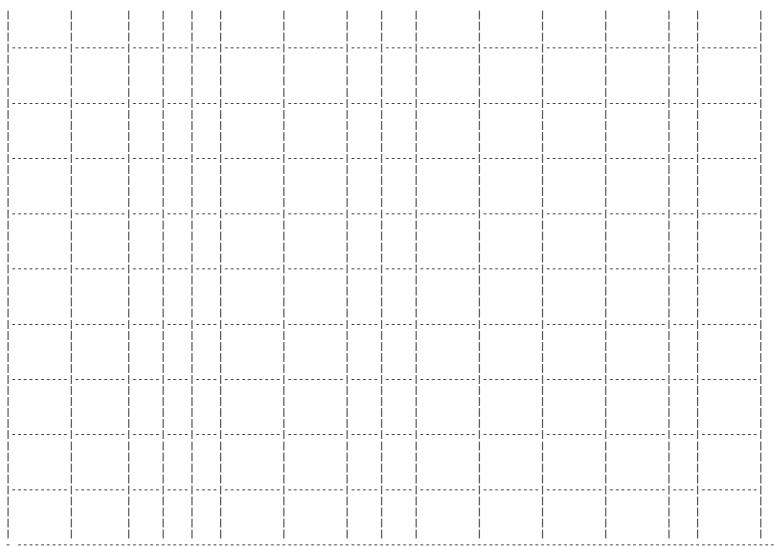
Reminder: Report on a separate line for each class securities owned directly or indirectly. *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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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.Tra	ın -	5.Number	of	6.Dat	e	7.Title an	d Amount	8.Price	of 9.Number	10.	11.Nature	
Derivative	sion or	Trans	sac	tion	Derivat	ive	Exerc	isable	of Under	lying	Derivat	ive of	Own.	of	1
Security	Exercise	Date	Cod	le	Securit	ies	and		Securiti	es	Securit	y Derivative	Form	Indirect	Ĺ
(Instr. 3	Price of	[(Mon/	(Inst	r.8)	Acquire	d (A) or	Expir	ation i	(Instr.	3 & 4)	(Instr.	5) Securities	of	Beneficial	. į
i`	Deriva-	Day/	i`	,	Dispose	d of (D)	Date	i	,	•	i`	Benefi-	Deri	Ownership	i
İ	İtive	Year)	ĺ		(Instr.	3, 4 & 5)	i (Mont	h/Day/	İ		i	cially	Sec.	(Instr. 4)	İ
İ	Security	į ´	ĺ		j `	,	į` Ye	ar) ĺ	İ		i	[Owned at	Dir.	j` ´	İ
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i	i	i	j		j		Date	İExp. İ	Title	Number o	of İ	i(Instr. 4	ind.	i	i
i	i	i	Code I	V	(A)	(D)	Exbl.			Shares	i	i` '	(I)	i	i
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Explanation of Responses:

**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)

04/25/2000

nd.

**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 $\frac{1}{2}$

Waterfield, Jr., Randolph H.

SLM Holding Corporation

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