## |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 response....0.5

1.Name and Address o	f Reporting	Person*	2.Issue	r Name	and Ticke	r or Tr	ading	Symbol			eporting Person to			
  Lambert III   	ert III Benjamin J.			USA Education,Inc.     of Reporting Person   Year						Issuer (Check all Applicable)				
   (Last) (First) (MI) 			  3.IRS or Soc. Sec. No.  4.S   of Reporting Person   Y					for Month/		   Officer Other  (give title below)(Specify below)				
11600 Sallie Mae D   	(Volu		January 2001											
(Street)										  7. Individual or Joint/Group Filing     (Check Applicable Line)				
Reston VA 20193								   Form filed	X Form filed by One Reporting Person       Form filed by More than One     Reporting Person					
   (City) 	(State)	(Zip)	TA	BLE I	- Non-Deri	vative :	Secur	ities Acqui	red, Disposed of	or Be	neficially Owned			
(Instr. 3)			te   C	3.Trans.  4.Secter   Code   Disprimental   Disprimental		d of (D	of (D)		Securities Beneficially Owned at End of	Own.  Form	Ownership			
 		   	  Cod	 e  V	   Amou		(A)  (D)	   Price	Month (Instr. 3 & 4)	or  (I)				
    Common Stock 	l	 		-    		   	A   A		I		 			
  Common Stock 		   01/26/20 	 01   M 	-    	   2000 	0	   A 	   \$43.0000  		   	   			
  Common Stock 		   01/26/20 	01   S	-      		1	   D 	   \$62.0000  	19390.047	   D 	   			
				      -	   		     							
   		   	;   	    -	   		   	 		   	    			
    		   	   	   -	   		   	 		   	 			
   		   		   -	   		   	    		   	    			
      		   		 -	   		     	    		 	      			
   		   	 	  - 	   		   	    		   	    			

Reminder: Report on a separate line for each class securities owned directly or indirectly.

SEC 1474 (7-96)

\*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

PAGE: 1 OF 2

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.Numbe	er of		6.Date	Э	7.Title an	d Amount	8.Price of	9.Number	10.	11.Nature	<i>:</i>
Derivative s	ion or	Trans	sac	tion	Deri\	ative		Exerc:	isable	of Under	lying	Derivative	of	Own.	of	
Security  E	xercise	Date	Cod	le	Secur	ities		and		Securiti	.es	Security	Derivative	Form	Indirect	
(Instr. 3) P	rice of	(Mon/	(Inst	r.8)	Acqui	red (	A) or	Expira	ation	(Instr.	3 & 4)	(Instr. 5)	Securities	of	Beneficia	1
D	eriva-	Day/			Dispo	sed o	f (D)	Date					Benefi-	Deri	Ownership	,
t	ive	Year)			(Inst	r. 3,	4 & 5)	(Montl	n/Day/				cially	Sec.	(Instr. 4	·)
S	ecurity							Yea	ar)				Owned at	Dir.		- 1
1 1	I												End of	(D)		
	I									1	Amount or		Month	or		
	I							Date	Exp.	Title	Number of		(Instr. 4)	Ind.		- 1
	I		Code	V	(A)		(D)	Exbl.	Date	1	Shares		1	(I)		
-						-										· -
							1	1		1.1	1					
Stock Opti	\$39.3393	01/26	M			- 1	70000	1	08/13	Common Sto	70000	\$39.3393	35000	D		

on (Righ		2001						2007	ck			l	l	
it to buy) i				 			(01)					 	l I	
  Stock Opti   on (Righ   t to buy)	\$43.0000		Α					01/13 2010	  Common Sto   ck	 20000  	   \$43.0000 	     	     	   
					 	 	(02)	 	 	 				İ
Stock Opti   on (Righ   t to buy)	\$43.0000		M	     		20000			Common Sto	20000	\$43.0000		D   	 
							(02)							
jj														
				! !										
j j		 		j 	 	 		 	 	 	 	j 	 	j 
į į				į										
				 								] [	 	 
jj				ļ										
				 								! !		
i i		i i		j 	<u> </u>	j i		i	j i	i i	<u> </u>	İ	i 	i i

Explanation of Responses:

nation of Responses:

(01) The options become exercisable in increments of one-third upon the Company's common stock having a closing price on the New York Stock Exchange of \$42.86, \$57.15 and \$71.43, respectively, for five trading days, they also become exercis able on the

t 13, 2005) subject to the reporting person's continued service with the Company.

(02) 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 ann iversary of the grant (January 13, 2005).

*Intentional misstatements or omissions of facts constitute Federal	/s/Mary F. Eure (POA)	02/09/2003
Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).		
	**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.

SEC 1474 (7-96)

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  $\frac{1}{2}$ 

Lambert III, Benjamin J.

USA Education, Inc.

JAN-2001 PAGE: 2 OF 2