

Edgar Filing: USA EDUCATION INC - Form 4

USA EDUCATION INC
 Form 4
 March 12, 2001

F O 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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship to Issuer
Keler	Marianne	M.	USA Education, Inc.		
			of Reporting Person	Year	--- (give date)
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		X Off --- (give date)
11600 Sallie Mae Drive				February 2001	S G
(Street)			4. Statement for Month/Year		
Reston	VA	20193	5. If Amendment, Date of Original (Month/Year)		7. Ind (Ch X Fo --- Fo --- Re
(City)	(State)	(Zip)			

TABLE I - Non-Derivative Securities Acquired, Disposed of, or Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Mon/Day/Yr)	3. Transaction Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	5. Amount (Instr. 3)
			Amount (A) or Price (D)	Owned a Month (Instr. 3)
Common Stock	02/21/2001	M	134917 A \$39.3393	
Common Stock	02/21/2001	S	80034 D \$73.5000	
Common Stock	02/21/2001	F	23298 D \$73.0000	4160

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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).

FORM 4 (continued) TABLE II - Derivative Securities Acquired, Disposed of, Beneficially
 (e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Mon/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price or Amount or Number of Shares (Instr. 9)
				(A) Acquired	(D) Disposed of			
Stock Option (Right to buy)	\$39.3393	02/21/2001	M		134917	08/13/2007 (01)	Common Stock	134917 \$3

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Explanation of Responses:

(01) The options become exercisable in increments of one-third upon the Company's common s
 New York Stock Exchange of \$42.86, \$57.15 and \$71.43, respectively, for five tra
 ible on the eight
 t 13, 2005) subject to the reporting person's continued service with the Company.

**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.

 **Signature of

Note: File three copies of this form, one of which must be manually signed.
 If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are
 required to respond unless the form displays a currently valid OMD Number

Keler, Marianne M. USA Education, Inc.