

Edgar Filing: USA EDUCATION INC - Form 4

USA EDUCATION INC  
 Form 4  
 March 12, 2001

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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	
Fox Edward A.			USA Education, Inc.			
			of Reporting Person   Year		--- (give)	
					X Director	
					---	
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No.	4. Statement for Month/	Officer	
			of Reporting Person	Year	--- (give)	
11600 Sallie Mae Drive			(Voluntary)	February 2001		
(Street)					5. If Amendment, Date of	
					Original (Month/Year)	
Reston	VA	20193			7. Indicate Change	
					X For	
					---	
					For	
					--- 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 or Price (Instr. 3)
			(A) Amount (D) Price	Owned at Month (Instr. 3)
Common Stock	02/08/2001	M	52500 A \$39.3393	
Common Stock	02/08/2001	S	39862 D \$69.0000	20065

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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 Deriva- tive Security	3. Trans- Date (Mon/ Day/ Year)	4. Tran- saction Code (Instr. 8)	5. Number of		6. Date		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. P Der Sec (In
				Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Exercisable and Expiration Date (Month/Day/ Year)	Exbl. Date		
Stock Option (Right to buy)	\$39.3393	02/08 2001	M		52500		08/13 2007 (02)	Common Stock	52500

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Explanation of Responses:

- (01) Since the reporting person's last filing, 19,000 shares previously held directly were under Trust.
- (02) The options become exercisable in increments of one-third upon the Company's common stock trading on the New York Stock Exchange of \$42.86, \$57.15 and \$71.43, respectively, from the date of grant to the date exercisable on the eighth anniversary of their grant (August 1, 2008).

\*\*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

Fox, Edward A.

USA Education, Inc.