Edgar Filing: Rath Kimberly Kay - Form 4

Rath Kimberly Form 4	y Kay										
June 27, 2012	4 UNITED	STATES	SECU	RITIES /	AND E	хсн	ANGE	COMMISSIO		PPROVA	L
Check this		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235- Januai	
if no longe subject to Section 16 Form 4 or Form 5	SIAIEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated burden hou response	average urs per	2005 0.5
Form 5 obligations may continue. See Instruction 1(b). 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(h) of the Investment Company Act of 1940											
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> Rath Kimberly Kay			2. Issuer Name and Ticker or Trading Symbol NELNET INC [NNI]				ding	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (A	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
121 SOUTH 13TH STREET, SUITE 201			(Month/Day/Year) 06/25/2012					Officer (give titleOther (specify below) below)			
(Street) 4. If Amendment, D Filed(Month/Day/Yea				r) Applicable Line)			-	oint/Group Filing(Check Dne Reporting Person			
LINCOLN, N	NE 68508							Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivati	ve Sec	urities A	cquired, Disposed	of, or Beneficia	lly Owne	ł
	. Transaction Date Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Secu onAcquiro Disposo (Instr. 3	ed (A) ed of (l	D) 15)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	ıl
				Code V							
Reminder: Repor	rt on a separate line	e for each cl	ass of sec	urities bene	Pers info requ	sons v rmatio uired f	who res on cont to respo	or indirectly. spond to the colle ained in this forr ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr.
			Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(1)	06/25/2012	А	4,274	(2)	(2)	Class A Common Stock	4,274	\$

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
Rath Kimberly Kay 121 SOUTH 13TH STREET SUITE 201 LINCOLN, NE 68508	Х			
Signatures				
/s/ Angie R. Miller, Attorney-i Rath	06/27/2012			

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (**1**) 1 for 1

The shares of phantom stock were granted pursuant to the issuer's Directors Stock Compensation Plan. They will become payable in shares of Class A Common Stock at the time of termination of the reporting person's service as a member of the issuer's Board of

- (2) Directors. The shares will be payable in a lump sum at the time of termination of the reporting person's service as a member of the issuer's Board, or in up to five annual installments, commencing at the time of termination of the reporting person's service on the issuer's Board, as elected by the reporting person.
- (3) Includes a total of 333 securities acquired since July 13, 2011 pursuant to the dividend reinvestment feature of the issuer's Directors Stock Compensation Plan.

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