

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
Diefenderfer III William M.			USA Education, Inc.		
			of Reporting Person Year		--- (give date)
					X Director
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4. Statement for Month/Year	Officer (give date)
11600 Sallie Mae Drive				February 2001	
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Indicate (Check one)
Reston VA 20193					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 Number of Securities Owned after Transaction (Instr. 3)
			Amount (A) Price (D)	Month (Instr. 3)
Common Stock	02/15/2001	M	8000 A \$43.3125	
Common Stock	02/15/2001	S	6466 D \$69.0000	530

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[illegible]

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)

[illegible]

[illegible]

(01) The options become exercisable in increments of one-third; One-third became exercisable upon the Company's common stock having closing price on the New York Stock Exchange for five trading days, they also become exercisable on the eighth anniversary of the 20, 2007, respectively) subject to terms regarding the reporting person's continued s

/s/Mary F.

**Signature of

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

USA Education, Inc.