

Edgar Filing: USA EDUCATION INC - Form 5

USA EDUCATION INC  
 Form 5  
 February 14, 2001

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 | F O R M 5 |  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

Check this box if  
 no longer Subject  
 to Section 16.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings Rep. 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  
 Form 4 Trans. Rep. 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                      |  |
| Gilleland Diane S.                       |  |  | USA Education, Inc.                                     |  | (SLM)  |  |
| (Last) (First) (MI)                      |  |  | 3. IRS or Soc. Sec. No. of Reporting Person (Voluntary) |  | 4. Statement for Month/Year                    |  |
| 11600 Sallie Mae Drive                   |  |  |   |  | 01/01/2000                                     |  |
| (Street)                                 |  |  |   |  | 5. If Amendment, Date of Original (Month/Year) |  |
| Reston VA 20193                          |  |  |   |  | 7. Indenture (Ch)                              |  |
| (City) (State) (Zip)                     |  |  |   |  | X Form 3                                       |  |

TABLE I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) |         |          | 5. Amount or Number of Securities Beneficially Owned as of the End of the Reporting Period (Instr. 7) |
|---------------------------------|----------------------------------|--------------------------------|---|---------|----------|---|
|                                 |                                  |                                | Amount                                      | (A) (D) | Price    |   |
| Common Stock                    |                                  |                                |   |         | \$ .0000 | 352   |
|                                 |                                  |                                |   |         |          |   |
|                                 |                                  |                                |   |         |          |   |
|                                 |                                  |                                |   |         |          |   |
|                                 |                                  |                                |   |         |          |   |
|                                 |                                  |                                |   |         |          |   |
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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 5 (continued)

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

| 1. Title of Derivative Security<br>(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 Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 & 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Par or Amount or Number of Shares |
|---|--|------------------------------------|--------------------------------|---|--|---|--------------------------------------|
| Stock Option (Right to buy)                   | \$43.0000  | 01/13/2000                         | A                              | 20000   | 01/13/2010<br>(01)                                       | Common Stock  | 20000                                |
| Phantom Stock Units                           |  | 12/31/2000                         | A                              | 257.7973  | <br>(02)   | Common Stock  | 257.7973                             |
|   |  |                                    |                                |   |  |   |                                      |
|   |  |                                    |                                |   |  |   |                                      |
|   |  |                                    |                                |   |  |   |                                      |
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Explanation of Responses:

- (01) These options become exercisable upon the Company's common stock having a closing price of \$51.60, for five days, they also Exchange of \$51.60, for five days, they also anniversary of the grant (January 13, 2005).
- (02) Conversion or Exercise Price of Derivative Security is 1 to 1.
- (03) Phantom Stock Units accrued under the Director Deferred Compensation Plan are to be set off against the reporting person's stock upon the reporting person's separation from service.

\*\*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

Gilleland, Diane S.

USA Education, Inc.