

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	
Diefenderfer III William M.			USA Education, Inc.			
			of Reporting Person   Year		--- (give date)	
					X Director	
					---	
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No.	4. Statement for Month/	Officer	
			of Reporting Person	Year	--- (give date)	
11600 Sallie Mae Drive			(Voluntary)	February 2001		
(Street)					5. If Amendment, Date of	
					Original (Month/Year)	
Reston	VA	20193			7. Indenture (Ch)	
					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, 4 & 5)
			Amount (A) or Price (D)	Owned at 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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Explanation of Responses:

(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 date of the Company's 2007 offering (2007, 2008, and 2009, respectively) subject to terms regarding 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

Diefenderfer III, William M. USA Education, Inc.