

USA EDUCATION INC
Form 5
February 14, 2001

1.Title of Security (Instr. 3)	2.Transac- tion Date (Mon/Day/Yr)	3.Trans. Code (Instr.8)	4.Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	5.Amount
			Amount (A) (D) Price	Securit Benefici Owned a Issuer' Fiscal (Instr.
Common Stock				238

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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 5 (continued)

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

[illegible]

A full-page sheet of graph paper featuring a uniform grid of dashed lines. The grid consists of 10 columns and 6 rows of squares, providing a structured space for drawing or writing.

(01) These options become exercisable twelve months from the grant date.

/s/Mary F.

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.