

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	
Gilleland	Diane	S.	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	
11600 Sallie Mae Drive					February 2001	
(Street)					5. If Amendment, Date of Original (Month/Year)	
Reston	VA	20193			7. Indicate Change (Check one)	
					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 Shares (Instr. 3)
			Amount	Price	
Common Stock	02/07/2001	M	70000	A	\$39.3393
Common Stock	02/07/2001	S	56271	D	\$68.0000

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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 4 (continued)

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

1. Title of Derivative Security (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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Part of Derivative Security (Instr. 8)	
				(A)	(D)				
Stock Option (Right to buy)	\$39.3393	02/07/2001	M		70000	08/13/2007 (01)	Common Stock	70000	\$3

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Explanation of Responses:

(01) The options become exercisable in increments of one-third upon the Company's common stock trading on the New York Stock Exchange at prices of \$42.86, \$57.15 and \$71.43, respectively, for five trading days beginning on or after August 13, 2005) subject to 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 not required to respond unless the form displays a currently valid OMB Number

Gilleland, Diane S.

USA Education, Inc.