

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	
Shapiro Steven L.			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 of Issuer (give date)	
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 new entry	
					--- For update	
					--- For re-entry	
(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/Price (Instr. 3, 4 & 5)
			Amount (A) or Price (D)	Owned at Month End (Instr. 3)
Common Stock	02/01/2001	M	35000 A \$39.3393	
Common Stock	02/01/2001	S	28000 D \$65.2500	23500

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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. Trans- action Date (Mon/ Day/ Year)	4. Tran- saction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. P Der Sec (In
			Code	(A)	(D)	Title	Amount or Number of Shares
Stock Option (Right to buy)	\$39.3393	02/01/2001	M		35000	Common Stock	35000
					(01)		\$3

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Table with 11 columns and 10 rows, mostly empty.

Explanation of Responses:

(01) The options become exercisable in increments of one-third upon the Company's common stock listing on the New York Stock Exchange 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 line

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

Shapiro, Steven L.

USA Education, Inc.