

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	
Fox Edward A.			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. Indicate Change	
					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)
			Amount (A) or Price (D)	Owned at Month (Instr. 3)
Common Stock	02/08/2001	M	52500 A \$39.3393	
Common Stock	02/08/2001	S	39862 D \$69.0000	20065

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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 (Month/Day/Year)	4. Tran-Action 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. P... Amount or Number of Shares
				(A) Acquired	(D) Disposed			
Stock Option (Right to buy)	\$39.3393	02/08/2001	M		52500	08/13/2007 (02)	Common Stock	52500

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Explanation of Responses:

- (01) Since the reporting person's last filing, 19,000 shares previously held directly were under Trust.
- (02) The options become exercisable in increments of one-third upon the Company's common stock trading on the New York Stock Exchange of \$42.86, \$57.15 and \$71.43, respectively, first becoming exercisable on the eighth anniversary of their grant (August 2008).

**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 OMD Number

Fox, Edward A.

USA Education, Inc.