

Edgar Filing: USA EDUCATION INC - Form 5

USA EDUCATION INC
 Form 5
 February 14, 2001

 | F O R M 5 |

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

Check this box if
 no longer Subject
 to Section 16.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings Rep. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
 Section 17(a) of the Public Utility Holding Company Act of 1935 or
 Form 4 Trans. Rep. Section 30(f) of the Investment Company Act 1940

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|--|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship to Issuer | |
| Daley Charles L. | | | USA Education, Inc. | | X Director | |
| (Last) (First) (MI) | | | (SLM) | | Officer | |
| 11600 Sallie Mae Drive | | | 3. IRS or Soc. Sec. No. of Reporting Person (Voluntary) | | 4. Statement for Month/Year | |
| (Street) | | | | | 01/01/2000 | |
| Reston VA 20193 | | | | | 5. If Amendment, Date of Original (Month/Year) | |
| (City) (State) (Zip) | | | | | 7. Indenture (Ch) | |
| | | | | | X Form 4 | |
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TABLE I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) | | | 5. Amount or Number of Securities Beneficially Owned as of the End of the Reporting Period (Instr. 7) |
|---------------------------------|----------------------------------|--------------------------------|---|---------|----------|---|
| | | | Amount | (A) (D) | Price | |
| Common Stock | | | | | \$.0000 | 2116 |
| Common Stock | | | | | \$.0000 | 87 |
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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 5 (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. 3) |
|--|--|------------------------------------|--------------------------------|------------------------------------|-----|--|---|---|
| | | | | (A) | (D) | | | |
| Stock Option (Right to buy) | \$56.3800 | 11/02/2000 | A | 15221 | | 01/13/2010 (01) | Common Stock | 15221 \$5 |
| Stock Option (Right to buy) | \$58.1300 | 11/08/2000 | A | 24097 | | 08/13/2007 (01) | Common Stock | 24097 \$5 |
| Phantom Stock Units | | 12/31/2000 | A | 14.7107 | | (03) (03) | Common Stock | 14.7107 |
| | | (02) | | | | | | |

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Explanation of Responses:

- (01) These options become exercisable twelve months from the grant date.
- (02) Conversion or Exercise Price of Derivative Security is 1 to 1.
- (03) Phantom Stock Units accrued under the Director Deferred Compensation Plan are to be sold upon the reporting person's separation from service.

**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

Daley, Charles L.

USA Education, Inc.