SLM CORP Form 4 February 06, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Stock

Stock

02/04/2014

(Print or Type Responses)

	Address of Reporting O JOSEPH A	Symbo	2. Issuer Name and Ticker or Trading Symbol SLM CORP [SLM]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle) 3. Date	3. Date of Earliest Transaction				(Check all applicable)			
300 CONTINENTAL DRIVE			(Month/Day/Year) 02/04/2014				Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President			
	4. If Ar	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
NEWARK	Filed(M	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	Secu	rities Ac	quired, Disposed of,	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securition(A) or Di (Instr. 3,	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/04/2014		A	69,009 (1)	A	\$0	383,401.3983	D		
Common				16,317		\$ 0	399,718.3983	D		

561 (3)

D

21.91

399,157.3983

Ι

1,740

F

By

For Children

Custodian

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

DEPAULO JOSEPH A Executive 300 CONTINENTAL DRIVE Vice NEWARK, DE 19713 President

Signatures

/s/ Laurent C. Lutz (POA) for Joseph A.
DePaulo

02/06/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Grant of Restricted Stock Units ("RSUs") under the SLM Corporation 2012 Omnibus Incentive Plan, which is classified as "Common (1) Stock," as permitted, since the RSUs will be settled solely by delivery of shares of SLM Corporation (the "Company") common stock. These RSUs vest in one-third increments on the first, second and third anniversary of the grant date.
- Grant of RSUs under the SLM Corporation 2012 Omnibus Incentive Plan, which is classified as "Common Stock," as permitted, since the RSUs will be settled solely by delivery of shares of the Company's common stock. These RSUs represent a portion of the award for 2013 and are vested at grant but subject to transfer restrictions until settlement by delivery of common stock in one-third increments on the first, second and third anniversary of the grant date.
- (3) Represents shares required to be withheld by the Company (as approved by the Compensation Committee) to satisfy Mr. DePaulo's tax withholding obligations upon the grant of the RSUs.

Reporting Owners 2

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