SLM CORP Form 4 February 05, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *LORD ALBERT L			2. Issu Symbol	uer Name <b>and</b> Ticker or Trading ol	5. Relationship of Reporting Person(s) to Issuer			
			SLM	CORP [SLM]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date	e of Earliest Transaction	(Check an applicable)			
300 CONTINENTAL DRIVE			(Month 02/03/	n/Day/Year) /2013	_X_ Director _X_ Officer (give below)	ve title C	0% Owner Other (specify	
					Vice	Chairman & (	CEO	
(Street)			4. If Ar	mendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEWARK, DE 19713			Filed(Month/Day/Year)  Applicable Line)  _X_ Form filed by One Reporting Person  Form filed by More than One Reporti Person					
(City)	(State)	(Zip)						
(City)	(State)	(Zip)	Ta	able I - Non-Derivative Securities A	cquired, Disposed o	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	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	02/03/2013			F 12,239 D \$ 17.07	860,817.481 (1)	D		
Common Stock					28,149.4496	I	By 401(k)	
Common Stock					2,100	I	By Immediate Family	
Common Stock					141,887.6147	I	By Supplemental Thrift &	

Thrift & Savings Plan

#### Edgar Filing: SLM CORP - Form 4

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

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**SEC 1474** (9-02)

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		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	1		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable Date	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

10% Owner Officer Other Director

LORD ALBERT L

300 CONTINENTAL DRIVE X Vice Chairman & CEO

NEWARK, DE 19713

#### **Signatures**

/s/ La Fleur C. Browne (POA) for Albert L. 02/05/2013 Lord

> \*\*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).

As previously reported, on February 3, 2012, Mr. Lord was granted 78,173 bonus restricted stock units (RSUs) representing rights to receive shares of the Company's common stock in the future, which grant was approved by the Compensation and Personnel Committee (the "Compensation Committee") of the Board of Directors of SLM Corporation (the "Company").

**(1)** One-third of these RSUs are settled on the first, second and third anniversaries of the grant date by delivery of the Company's common stock. On February 3, 2013, 25,438 shares of such RSUs were settled and 819 additional shares were issued to Mr. Lord upon the vesting of the related dividend equivalent rights, of which 12,239 shares were withheld by the Company (as approved by the Compensation Committee) to satisfy Mr. Lord's tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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