USA EDUCATION INC
Form 5
February 14, 2001

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|F  O  R  M   5|                              U.S. SECURITIES AND EXCHANGE COMMISSION
----------------                                         Washington, D.C. 20549
    Check this box if                   ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
[ ] no longer Subject
    to Section 16.

[ ] Form 3 Holdings Rep.     Filed pursuant to Section 16(a) of the Securities Exchange Act of 19
                                Section 17(a) of the Public Utility Holding Company Act of 1935 o
[ ] 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.Rela
|                                        |                                                |  Issu
|Lord                  Albert          L. |USA Education,Inc.                              |
|                                        |                                           (SLM) |
|                                        |                                                | X  Di
|----------------------------------------|------------------------------------------------|---
|     (Last)             (First)    (MI) |3.IRS or Soc. Sec. No. |4.Statement for Month/  | X Off
|                                        |  of Reporting Person  |  Year                  |---(gi
|  11600 Sallie Mae Drive                |  (Voluntary)          |                        |
|                                        |                       |    01/01/2000          |     V
|                                        |                       |                        |     C
|----------------------------------------|                       |------------------------|------
|     (Street)                           |                       |5.If Amendment, Date of |7. Ind
|                                        |                       |  Original (Month/Year) |   (Ch
|                                        |                       |                        |
|Reston                  VA    20193     |                       |                        | X  Fo
|                                        |                       |                        |---
|                                        |                       |                        |    Fo
|                                        |                       |                        |--- Re
|-------------------------------------------------------------------------------------------------
|     (City)         (State)     (Zip)
|                                                   TABLE I - Non-Derivative Securities Acquired, Disp
|-------------------------------------------------------------------------------------------------
|1.Title of Security             |2.Transac-  |3.Trans.  |4.Security Acquired (A) or     |5.Amount
|  (Instr. 3)                    |  tion Date |  Code    |  Disposed of (D)              |  Securit
|                                |(Mon/Day/Yr)|(Instr.8) |  (Instr. 3, 4 & 5)            |  Benefic
|                                |            |          |                               |  Owned a
|                                |            |          |-------------------------------|  Issuer'
|                                |            |          |                |(A) |          |  Fiscal
|                                |            |          |     Amount     |(D) |  Price   |  (Instr.
|--------------------------------|------------|----------|----------------|----|----------|---------
|                             |         |       |             | |       |                 | |
|Common Stock                    |            |          |                |    |  $.0000|    17651
|                                |            |          |                |    |          |
|--------------------------------|------------|----------|----------------|----|----------|---------
|Phantom Stock Units             | 12/31/2000 |    A     |       399.6829 | A  |  $.0000|     2618
|                                |            |          |                |    |    (02)|
|--------------------------------|------------|----------|----------------|----|----------|---------
|                                |            |          |                |    |          |
|                                |            |          |                |    |          |
|--------------------------------|------------|----------|----------------|----|----------|---------
|                                |            |          |                |    |          |
|                                |            |          |                |    |          |
|--------------------------------|------------|----------|----------------|----|----------|---------
|                                |            |          |                |    |          |
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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. Trans Date (Mon/Day/Year)	4.Transaction Code (Instr.8)	5.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) (A)	(D)	6.Date Exercisable and Expiration Date (Month/Day/Year) Date Exbl.	Exp. Date	7.Title and Amount of Underlying Securities (Instr. 3 & 4) Title	Amount or Number of Shares	8.P Der Sec (In
Stock Option (Right to buy)	$43.0000	01/13 2000	A	225000		(04)	01/13 2010	Common Stock	225000	$4
Stock Option (Right to buy)	$55.0000	11/15 2000	A	238691		(05)	08/13 2007	Common Stock	238691	$5
Phantom Stock Units	(06)	12/31 2000	A	30.1984		(07)	(07)	Phantom Stock Units	30.1984	

Explanation of Responses:

(01) Includes shares acquired under the Employee Stock Purchase Plan.

(02) The phantom stock units were accrued under the Officers Deferred Compensation Plan on
year at the prevailing market price.

(03) Includes shares acquired under the Officer Deferred Compensation Plan. Units are set

(04) These options become exercisible upon the Company's common stock having a closing pri
f $51.60, for five days, they also become exercisible on the fifth ann
2005), but no sooner than one year from the grant date.

(05) These options become exercisable twelve months from the grant date.

(06) Conversion or Exercise Price of Derivative Security is 1 to 1.

(07) Phantom Stock Units accrued under the Director Deferred Compensation Plan are to be s

**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

Lord, Albert L. USA Education,Inc.

E X P L A N A T I O N O F R E S P O N S E S (cont.) F O R M

cont. (07) k upon the reporting person's separation from service.

Lord, Albert L. USA Education,Inc.