

Edgar Filing: GOODE EARL A - Form 5

GOODE EARL A
 Form 5
 February 14, 2002

1. Name and Address of Reporting Person
 Goode, Earl A.
 11600 Sallie Mae Drive
 Reston, VA 20193
2. Issuer Name and Ticker or Trading Symbol
 USA Education, Inc. (SLM)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 2001
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TABLE I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Trans- action Date (Month/ Day/ Year) | 3. Trans- action Code | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amou Secu Bene Owne End Year |
|----------------------|---|-----------------------------|--|-----|-------|--|
| | | | Amount | A/D | Price | |
| Common Stock | | | | | | 5569 |

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. | 2. | 3. | 4. | 5. | 6. | 7. | 8. | |
|------------------------------------|-----------------------------|-----------------------------------|-----------|---------------------------|--|---|--|---|
| Title of Derivative Security | Deriv- ative Security | tion Date (Month/ Day/Year) | tion Code | Disposed (D) (A) (D) | Number of Derivative Securities Acquired (A) or Disposed (D) | Date Exercisable and Expiration Date (Month/Day/Year) | Amount or Number of Shares | Title of Underlying Securities |
| Stock Options (Right to buy) | \$81.1 | 07/25/2001 | A | | 15125 | 07/25/2002 01/15/2011 | 15125 | Common Stock |

Explanation of Responses:

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SIGNATURE OF REPORTING PERSON
/s/Mary F. Eure (POA)

DATE
02/14/2002