

SLM CORP
Form 4/A
December 09, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUITT GILLELAND DIANE

2. Issuer Name and Ticker or Trading Symbol
SLM CORP [SLM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12061 BLUEMONT WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

RESTON, VA 20190
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/23/2004

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/23/2004		M		40,000 A \$ 14.3333	102,346	D
Common Stock	11/23/2004		F		11,242 D \$ 51	91,104	D
Common Stock	11/23/2004		S		8,000 D \$ 50.7	83,104	D
Common Stock	11/23/2004		S		400 D \$ 50.72	82,704	D
Common Stock	11/23/2004		S		219 D \$ 50.73	82,485	D
	11/23/2004		S		18,819 D \$ 50.75	63,666	D

Common
Stock

Common Stock 11/23/2004 S 13,500 D \$ 50.77 50,166 D

Common Stock 11/23/2004 S 159 D \$ 50.79 50,007 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.3333	11/23/2004		M		(1) 01/13/2010	Common Stock	40,000	
Stock Option (Right to Buy)	\$ 50.92	11/23/2004		A		11/23/2005 01/13/2010	Common Stock	11,242	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUITT GILLELAND DIANE 12061 BLUEMONT WAY RESTON, VA 20190	X			

Signatures

By: Mary F. Eure
(POA) 11/23/2004
Date

__Signature of Reporting
Person

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).
- (1) These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of \$17.20 for five trading days, they also become exercisable on the fifth anniversary of the grant (January 13, 2005).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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