

SLM CORP  
Form 4  
May 02, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
GOODE EARL A

(Last) (First) (Middle)  
300 CONTINENTAL DRIVE  
(Street)  
NEWARK, DE 19713  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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.**

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

Edgar Filing: SLM CORP - Form 4

|                              | Derivative Security    |            | or Disposed of (D) (Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|------------------------------|------------------------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
|                              |                        |            | Code                                    | V (A) (D) |                  |                 |              |                            |
| Stock Options (Right to Buy) | \$ 18.1997 <u>(1)</u>  | 04/30/2014 | J <sup>(1)</sup>                        | 9,530     | 01/27/2010       | 01/27/2015      | Common Stock | 9,530                      |
| Stock Options (Right to Buy) | \$ 20.0178 <u>(1)</u>  | 04/30/2014 | J <sup>(1)</sup>                        | 15,250    | 01/26/2011       | 01/26/2016      | Common Stock | 15,250                     |
| Stock Options (Right to Buy) | \$ 16.2847 <u>(1)</u>  | 04/30/2014 | J <sup>(1)</sup>                        | 16,000    | 05/04/2007       | 01/25/2017      | Common Stock | 16,000                     |
| Stock Options (Right to Buy) | \$ 7.99 <sup>(1)</sup> | 04/30/2014 | J <sup>(1)</sup>                        | 6,600     | 05/08/2013       | 05/08/2018      | Common Stock | 6,600                      |
| Stock Options (Right to Buy) | \$ 2.0692 <u>(1)</u>   | 04/30/2014 | J <sup>(1)</sup>                        | 26,000    | 06/12/2009       | 05/22/2019      | Common Stock | 26,000                     |
| Stock Options (Right to Buy) | \$ 3.6974 <u>(1)</u>   | 04/30/2014 | J <sup>(1)</sup>                        | 10,900    | 05/13/2010       | 01/28/2020      | Common Stock | 10,900                     |
| Stock Options (Right to Buy) | \$ 5.243 <u>(1)</u>    | 04/30/2014 | J <sup>(1)</sup>                        | 9,500     | 05/19/2011       | 01/27/2021      | Common Stock | 9,500                      |
| Stock Options (Right to Buy) | \$ 5.7343 <u>(1)</u>   | 04/30/2014 | J <sup>(1)</sup>                        | 13,994    | 05/24/2012       | 02/03/2017      | Common Stock | 13,994                     |
| Stock Options (Right to Buy) | \$ 6.4228 <u>(1)</u>   | 04/30/2014 | J <sup>(1)</sup>                        | 19,572    | 05/30/2013       | 02/07/2018      | Common Stock | 19,572                     |

# Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GOODE EARL A<br>300 CONTINENTAL DRIVE<br>NEWARK, DE 19713 |               | X         |         |       |

# Signatures

/s/ Nicolas Jafarih (POA) for Earl A. Goode 05/02/2014

\_\_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).  
 Reflects adjustments in the number of SLM Corporation (SLM) derivative securities held by the reporting person as a result of the spin-off of Navient Corporation (Navient) by SLM (the "Spin-Off") on April 30, 2014. The share amounts, exercise prices and other material terms (as applicable) of the foregoing SLM derivative securities were generally adjusted, so that taken together with new equity awards issued by Navient, the value of all awards of (a) SLM derivative securities held by the reporting person immediately prior to the Spin-Off is equal to (b) the aggregate value of all SLM and Navient equity awards held by the reporting person immediately following the Spin-Off.

### Remarks:

Exhibit 24 - Power of Attorney

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.