

DEPAULO JOSEPH A
Form 4
February 11, 2013

FORM 4

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

OMB APPROVAL

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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 *
DEPAULO JOSEPH 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)
02/07/2013

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)
Executive Vice President

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	02/07/2013		A		84,426 (1) \$ 0	D	
Common Stock	02/07/2013		A		18,551 (2) \$ 0	D	
Common Stock	02/07/2013		F		813 (3) \$ 17.91	D	
Common Stock					1,740	I	By Custodian For Children

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- (3) Represents shares required to be withheld by the Company (as approved by the Compensation Committee) to satisfy Mr. DePaulo's tax withholding obligations upon the grant of the RSUs.

These options vest as follows: (i) 1/3 will vest on the first anniversary date of the grant (February 7, 2014); (ii) 1/3 will vest upon (A) the

- (4) Company's common stock having a closing price per share that is at least \$19.00 for any five consecutive trading days and (B) the second anniversary of the grant date (February 7, 2015); and (iii) 1/3 will vest upon (A) the Company's common stock having a closing price per share that is at least \$21.00 for any five consecutive trading days and (B) the third anniversary of the grant date (February 7, 2016).

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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