Edgar Filing: SLM CORP - Form 4

SLM CORP												
Form 4												
February 08	, 2016											
FORM	14								OMB AF	PROVAL		
	UNITE	O STATES		RITIES A shington,			NGE	COMMISSION	OMB Number:	3235-0287		
Check this box									Expires:	January 31,		
if no lon subject t	~ ```` ``	MENT O	F CHAN	GES IN BENEFICIAL OWNERSHIP				NERSHIP OF	Estimated a	2005 verage		
Section				SECURITIES					burden hours per			
Form 4 o Form 5			~ • •		~ .				response	0.5		
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may con	Section 1			•	•			of 1935 or Section	1			
See Instr	ruction	30(h)	of the In	vestment	Compar	iy Ac	t of 19	40				
1(b).												
(Print or Type	Responses)											
	•											
1. Name and A	Address of Reportin	g Person [*]	2. Issue	r Name and	I Ticker or	Tradi	ng	5. Relationship of Reporting Person(s) to				
Rocha Charles P Symbol				-				Issuer				
				LM CORP [SLM]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	f Earliest Ti	ransaction			(Check	x an applicable)		
			(Month/I	onth/Day/Year)				Director		Owner		
				02/04/2016				XOfficer (give titleOther (specify below)				
								· · · · · · · · · · · · · · · · · · ·	ef Marketing C	Officer		
	(Street)		4. If Ame	endment. Da	ate Origina	1		6. Individual or Jo	- int/Group Filin	g(Check		
· · · · · · · · · · · · · · · · · · ·				Amendment, Date Original d(Month/Day/Year)				Applicable Line)				
				2	·			_X_ Form filed by O	1 0			
NEWARK,	DE 19713							Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Ac	quired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Da	ate 2A. Deer	ned	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year	n Date, if Transaction(A) or Disposed of				-	Securities	Ownership	Indirect			
(Instr. 3)		Code (D)			~ ``	Beneficially	Form: Direct					
		(Month/I	Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following Reported	(D) or Indirect (I)	Ownership (Instr. 4)		
						(A)		Transaction(s)	(Instr. 4)	(11501. 1)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common						(-)	¢					
Common Stock	02/04/2016			F	6,129 (1)	D	\$ 6.06	116,993.1028	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.

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

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rocha Charles P 300 CONTINENTAL DRIVE NEWARK, DE 19713			EVP & Chief Marketing Officer				
Signatures							
/s/ Nicolas Jafarieh (POA) for (Rocha	Charles P		02/08/2016				
<u>**</u> Signature of Reporting Person	on		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).

As previously reported, on February 4, 2014, Mr. Rocha was granted 12,171 restricted stock units ("RSUs") representing rights to receive shares of common stock of SLM Corporation (the "Company") to vest in one-third increments on February 4, 2015, 2016 and 2017. Mr. Rocha subsequently received an additional 66 RSUs relating to the original RSU grant and vesting on the same schedule. These additional

(1) RSUs were attributable to dividends paid by the Company prior to the separation of Navient Corporation ("Navient"). As previously reported, subsequently on April 30, 2014, the February 4, 2014 award was adjusted in the spin-off of Navient to reflect 33,940 RSUs outstanding. On February 4, 2016, 11,379 shares vested in connection with these RSUs, of which 6,129 shares were withheld by the Company to satisfy Mr. Rocha 's tax withholding obligations.

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.