

SLM CORP  
Form 424B3  
February 25, 2005

**SLM Corporation**  
**Medium Term Notes, Series B**

**With Maturities of 9 Months or More from Date of Issue**

Registration No. 333-107132  
Filed Pursuant to Rule 424(b)(3)

**Trade Date:** 2/22/2005

**Pricing Supplement No. 398**

(To Prospectus dated January 5, 2005 and  
Prospectus Supplement dated January 5, 2005)

**Issue Date:** 2/25/2005

The date of this Pricing Supplement is 2/22/2005

CUSIP	Stated Interest Rate Per Annum(1)	Maturity Date	Price to Public(2)(3)	Discounts & Commissions	Interest Payment			Subject to Redemption			Net Proceeds	OID Status
					Frequency	First Payment	Survivor's Option	Yes/No	Date and terms of redemption	Aggregate Principal Amount		
78490FSR1	N/A	3/15/2010	100%	0.750%	Quarterly(4)	06/15/05		No		3,661,000	3,633,542.50	N
Floating Rate Index		Spread	Reset Period(4)	Accrual Method			Maximum Interest Rate	Minimum Interest Rate				
91 Day T-Bill		0.400%	Weekly	Actual/Actual (Payment Basis)			N/A	N/A				

- (1) The interest rates on the Ed Notes may be changed by SLM Corporation from time to time, but any such change will not affect the interest rate on any Ed Notes offered prior to the effective date of the change.
- (2) Expressed as a percentage of aggregate principal amount.
- (3) See "Supplemental Plan of Distribution" in the Prospectus supplement for additional information concerning price to public and underwriting compensation.
- (4) On the Interest Reset Date, which is the day after the 3 month T Bill auction, the Calculation Agent will establish the new rate based on the BEY for the 3 month T Bill auction published in H.15 (<http://www.publicdebt.treas.gov/of/ofrespr.htm>).

**In the event that the results of the 91 day T Bill auction ceases to be published or reported, or that no auction is held in a particular week, then the rate in effect as a result of the last such report will remain in effect until such time, as the results of auctions of 91 day Treasury Bills will again be published.**