

NELNET INC
Form 4
May 26, 2005

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 *
MARTINEZ EDWARD

(Last) (First) (Middle)

3015 S. PARKER ROAD, SUITE 400

(Street)

AURORA, CO 80014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NELNET INC [NNI]

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Exec Dir, GC, Chief Legal

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/18/2005		S ⁽¹⁾		12,800	D	\$ 36 79,331
Class A Common Stock	05/18/2005		S ⁽¹⁾		900	D	\$ 36.01 78,431
Class A Common Stock	05/18/2005		S ⁽¹⁾		1,200	D	\$ 36.02 77,231
Class A Common	05/18/2005		S ⁽¹⁾		3,000	D	\$ 36.05 74,231

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Stock

Class A Common Stock	05/18/2005	S ⁽¹⁾	100	D	\$ 36.06	74,131	D
Class A Common Stock	05/18/2005	S ⁽¹⁾	400	D	\$ 36.08	73,731	D
Class A Common Stock	05/18/2005	S ⁽¹⁾	600	D	\$ 36.09	73,131	D
Class A Common Stock	05/18/2005	S ⁽¹⁾	4,500	D	\$ 36.1	68,631	D
Class A Common Stock	05/18/2005	S ⁽¹⁾	3,000	D	\$ 36.15	65,631	D
Class A Common Stock	05/20/2005	S ⁽¹⁾	4,200	D	\$ 36	61,431	D

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTINEZ EDWARD 3015 S. PARKER ROAD SUITE 400 AURORA, CO 80014			Exec Dir, GC, Chief Legal	

Signatures

/s William J. Munn, Attorney-in-Fact for Edward P.
Martinez/

05/25/2005

__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).

(1) Sales reported in this form were effected pursuant to a Rule 10b5-1 plan the Reporting Person entered into on February 16, 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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