

BOUC DON R
Form 4
December 22, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
BOUC DON R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
121 SOUTH 13TH STREET, SUITE 201

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2005

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

(Street)
LINCOLN, NE 68508

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

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)
				(A) or (D)	Price		
Class A Common Stock	12/20/2005		S ⁽¹⁾	107,600 D	\$ 40 233,931 ⁽²⁾	D ⁽²⁾	
Class A Common Stock	12/20/2005		S ⁽¹⁾	700 D	\$ 40.01 233,231 ⁽²⁾	D ⁽²⁾	
Class A Common Stock	12/20/2005		S ⁽³⁾	15,000 D	\$ 40 147,566 ⁽²⁾	I ⁽²⁾	By CRUT ⁽²⁾
Class A Common	12/21/2005		S ⁽¹⁾	88,000 D	\$ 40 145,231 ⁽²⁾	D ⁽²⁾	

Stock

Class A Common Stock	12/21/2005	S ⁽¹⁾	2,300	D	\$ 40.01	142,931 ⁽²⁾	D ⁽²⁾
Class A Common Stock	12/21/2005	S ⁽¹⁾	1,000	D	\$ 40.05	141,931 ⁽²⁾	D ⁽²⁾
Class A Common Stock	12/21/2005	S ⁽¹⁾	400	D	\$ 40.06	141,531 ⁽²⁾	D ⁽²⁾

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

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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 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 Repor 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

BOUC DON R
121 SOUTH 13TH STREET, SUITE 201 X
LINCOLN, NE 68508

Signatures

/William J. Munn, Attorney-in-Fact for Don R.
Bouc/

12/22/2005

 **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 were effected pursuant to a Rule 10b5-1 trading plan adopted on December 14, 2004.
- (2) See Remarks below.
- (3) Sales were effected pursuant to a Rule 10b5-1 trading plan adopted on March 17, 2005.

Remarks:

As of December 21, 2005 and after taking into effect the transactions reported herein, the reporting person beneficially owns t

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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