Lavet Robert S Form 3 February 23, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement SLM CORP [SLM] Lavet Robert S (Month/Day/Year) 02/21/2006 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 12061 BLUEMONT WAY (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person (give title below) (specify below) RESTON, VAÂ 20190 Form filed by More than One SVP & General Counsel Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock D Â 89,906 Common Stock 352.43 I By 401(k) Phantom Stock Units $12,895.2^{(1)}$ D Â Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

information contained in this form are not required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership

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			(Instr. 4)	(Instr. 4)		Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock Units	(2)	(2)	Common Stock	397.29	\$ (3)	D	Â
Stock Option (Right to Buy)	08/21/2004	01/15/2011	Common Stock	7,334	\$ 40.74	D	Â
Stock Option (Right to Buy)	10/28/2005	01/15/2011	Common Stock	19,299	\$ 44.92	D	Â
Stock Option (Right to Buy)	(4)	05/10/2011	Common Stock	4,596	\$ 21.75	D	Â
Stock Option (Right to Buy)	11/01/2006	05/10/2011	Common Stock	28,757	\$ 53.25	D	Â
Stock Option (Right to Buy)	(5)	01/24/2012	Common Stock	180,000	\$ 28.6666	D	Â
Stock Option (Right to Buy)	(6)	01/28/2013	Common Stock	45,000	\$ 35.2	D	Â
Stock Option (Right to Buy)	(7)	01/29/2014	Common Stock	20,000	\$ 37.87	D	Â
Stock Option (Right to Buy)	(8)	01/27/2015	Common Stock	20,000	\$ 50.75	D	Â
Stock Option (Right to Buy)	(9)	01/26/2016	Common Stock	15,000	\$ 55.82	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
Fg	Director	10% Owner	Officer	Othe	
Lavet Robert S 12061 BLUEMONT WAY RESTON, VA 20190	Â	Â	SVP & General Counsel	Â	

Signatures

By: Mary F. Eure (POA)

**Signature of Reporting Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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)

Reporting Owners 2

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Includes units acquired under Officer Deferred Compensation Plan. Units are settled in the Company's common stock. Balance includes shares acquired through dividend reinvestment.

- (2) Phantom Stock Units accrued under the supplemental 401K Plan are to be settled in cash and/or the Company's common stock upon the reporting person's retirement from the company.
- (3) Conversion or Exercise Price of Derivative Security is 1 to 1.
- These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of (4) \$26.09, for five trading days, they also become exercisable on the fifth anniversary of the grant (May 10, 2006), but no sooner than one year from the grant date.
- These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of \$34.40 (5) for five trading days, they also become exercisable on the eighth anniversary of the grant (January 24, 2010), but no sooner than one year from the grant date.
- These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of

 (6) \$42.24, for five trading days, they also become exercisable on the eighth anniversary of the grant (January 28, 2011), but no sooner than one year from the grant date.
- These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of (7) \$45.44, for five trading days, they also become exercisable on the eighth anniversary of the grant (January 29, 2012), but no sooner than one year from the grant date.
- These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of (8) \$60.90, for five trading days, they also become exercisable on the eighth anniversary of the grant (January 27, 2013), but no sooner than one year from the grant date.
- These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of (9) \$66.98, for five trading days, they also become exercisable on the eighth anniversary of the grant (January 26, 2014), but no sooner than one year from the grant date.

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.