

STUDENT LOAN CORP

Form 4

October 27, 2010

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CITIGROUP INC

2. Issuer Name **and** Ticker or Trading
Symbol

STUDENT LOAN CORP [STU]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

399 PARK AVENUE

3. Date of Earliest Transaction

(Month/Day/Year)

10/18/2002

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

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

NEW YORK, NY 10043

(City) (State) (Zip)

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/18/2002		S ⁽¹⁾		100	D	\$ 92.9	16,018,355	I	By Subsidiary ⁽³⁾
Common Stock	10/18/2002		P ⁽¹⁾		100	A	\$ 91.85	16,018,455	I	By Subsidiary ⁽³⁾
Common Stock	11/30/2005		P ⁽¹⁾		100	A	\$ 213.75	16,018,555	I	By Subsidiary ⁽³⁾
Common Stock	05/27/2008		P ⁽²⁾		109	A	\$ 119.48	16,018,664	I	By Subsidiary ⁽³⁾

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Common Stock	05/27/2008	<u>P</u> (2)	66	A	\$ 119.59	16,018,730	I	By Subsidiary (3)
Common Stock	07/31/2008	<u>P</u> (2)	15	A	\$ 109.98	16,018,745	I	By Subsidiary (3)
Common Stock	10/31/2008	<u>P</u> (2)	11	A	\$ 35.3	16,018,756	I	By Subsidiary (3)
Common Stock	12/19/2008	<u>S</u> (2)	28	D	\$ 37.34	16,018,728	I	By Subsidiary (3)
Common Stock	04/02/2009	<u>P</u> (2)	3	A	\$ 46.16	16,018,731	I	By Subsidiary (3)
Common Stock	02/26/2010	<u>S</u> (1)	146	D	\$ 36.14	16,018,585	I	By Subsidiary (3)
Common Stock	06/25/2010	<u>S</u> (1)	18,450	D	\$ 25.94	16,000,135	I	By Subsidiary (3)
Common Stock	06/29/2010	<u>S</u> (1)	380	D	\$ 25.29	15,999,755	I	By Subsidiary (3)
Common Stock	06/30/2010	<u>P</u> (1)	380	A	\$ 25.3	16,000,135	I	By Subsidiary (3)
Common Stock	07/08/2010	<u>P</u> (1)	10	A	\$ 23.08	16,000,145	I	By Subsidiary (3)
Common Stock	07/08/2010	<u>P</u> (1)	96	A	\$ 23.02	16,000,241	I	By Subsidiary (3)
Common Stock	07/19/2010	<u>P</u> (1)	1,820	A	\$ 21.71	16,002,061	I	By Subsidiary (3)
Common Stock	07/21/2010	<u>S</u> (1)	114	D	\$ 21.14	16,001,947	I	By Subsidiary (3)
Common Stock	07/21/2010	<u>S</u> (1)	6	D	\$ 21.2	16,001,941	I	By Subsidiary (3)

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

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(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
				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
CITIGROUP INC 399 PARK AVENUE NEW YORK, NY 10043	X

Signatures

/s/ Citigroup Inc., By: /s/ Ali L. Karshan, Assistant
Secretary

10/27/2010

__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) These transactions were executed by Citigroup Global Markets Inc. ("CGMI").

(2) These transactions were executed by Citibank, N.A. ("CNA").

(3) These shares of Common Stock are held by CNA and CGMI, each of which is an indirect wholly-owned subsidiary of the reporting person. Citicorp ("CHI") is the sole stockholder of CNA. Citigroup Financial Products Inc. ("CFP") is the sole stockholder of CGMI. Citigroup Global Markets Holdings Inc. ("CGMH") is the sole stockholder of CFP. Citigroup Inc. is the sole stockholder of each of CHI and CGMH.

Remarks:

Certain of the transactions reported herein resulted in a short swing profit under Section 16(b) of the Exchange Act. As of the

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