

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>HELEEN MARK L</u><br><br>(Last) (First) (Middle)<br>123 S. JUSTISON STREET<br>SUITE 300<br><br>(Street)<br>WILMINGTON DE 19801<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NAVIENT CORP [ NAVI ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP, CLO &amp; Secretary</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/04/2020</u>       |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    |  |

**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                    | 05/04/2020                           |  | P                              |   | 7,250 <sup>(1)</sup>  | A          | \$6.7713 | 288,823.5554 <sup>(2)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 8,757.4848 <sup>(3)</sup>   | I  | By 401(k)   |

**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) |   | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) |   |  |  |   |  |

**Explanation of Responses:**

- Represents the weighted average price per share of stock purchased by the reporting person between \$6.75 and \$6.78. The reporting person undertakes to provide to Navient Corporation, any security holder of Navient Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.
- Dividend equivalent rights issued on restricted stock units ("RSUs") and performance stock units ("PSUs") are included in the reporting person's common stock holding balance. Each dividend equivalent right is the economic equivalent of one share of Navient Corporation common stock.
- Between March 2, 2020, and May 4, 2020, the reporting person acquired 409.2672 share equivalents of Navient common stock under the Navient 401(k) Savings Plan. The information in this report is based on the reporting person's actual account balance as of May 4, 2020.

/s/ Kurt T. Slawson (POA) for Mark L. Heleen 05/05/2020

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.