

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>KANE JOHN M</u> (Last) (First) (Middle) <u>123 JUSTISON STREET</u> <u>SUITE 300</u> (Street) <u>WILMINGTON DE 19801</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NAVIENT CORP [NAVI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2015</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	05/01/2015		F		2,947 ⁽¹⁾	D	\$19.74	157,305.2702 ⁽²⁾	D	
Common Stock								6,090.7262 ⁽³⁾	I	By 401(k)
Common Stock								995.6489 ⁽⁴⁾	I	By Supplemental Savings & Thrift

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 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)	Date Exercisable	Expiration Date					

Explanation of Responses:

- As previously reported, on May 1, 2014, Mr. Kane was granted 17,647 restricted stock units ("RSUs") under the Navient Corporation 2014 Omnibus Incentive Plan representing the right to receive shares of Navient common stock in the future, which vest in one-third increments on May 1, 2015, May 1, 2016 and May 1, 2017. On May 1, 2015, 5,882 shares of such RSUs were settled and an additional 187 shares were issued to Mr. Kane upon the vesting of the related dividend equivalent rights. In connection with this settlement, 2,947 shares were withheld by Navient (as approved by the Navient Compensation and Personnel Committee) to satisfy Mr. Kane's tax withholding obligations.
- Dividend equivalent rights issued on RSUs and performance stock units are included in Mr. Kane's common stock holding balance.
- Between February 18, 2015, and April 30, 2015 Mr. Kane acquired 55.1895 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 April 30, 2015.
- Between February 3, 2015, and May 1, 2015, Mr. Kane acquired 7.6361 share equivalents of Navient common stock under the Navient Supplemental Thrift & Savings Plan. The information in this report is based on the reporting person's actual account balance as of May 1, 2015.

/s/ Kurt T. Slawson (POA) for 05/05/2015
John M Kane

** 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.