

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* <u>KANE JOHN M</u> (Last) (First) (Middle) 123 JUSTISON STREET SUITE 300 (Street) WILMINGTON DE 19801 (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 & Group President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2015</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	07/31/2015		M		508 ⁽¹⁾	A	\$14.739	158,637.4626 ⁽²⁾	D	
Common Stock	07/31/2015		F		15 ⁽³⁾	D	\$15.7	158,622.4626	D	
Common Stock								6,155.9656 ⁽⁴⁾	I	By 401(k)
Common Stock								1,004.0645 ⁽⁵⁾	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:

- Shares acquired by the Reporting Person pursuant to the Navient Corporation Employee Stock Purchase Plan, in transaction exempt pursuant to Rule 16b-3(c) and Rule 16b-3(d).
- Dividend equivalent rights issued on restricted stock units and performance stock units are included in Mr. Kane's common stock holding balance.
- Shares withheld by the Issuer in respect of tax obligations arising out of the acquisition of the shares reported above, in transaction exempt pursuant to Section 16b-3(e)
- Between April 30, 2015, and July 31, 2015 Mr. Kane acquired 65,2394 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 July 31, 2015.
- Between May 1, 2015, and August 3, 2015, Mr. Kane acquired 8,4156 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 August 3, 2015.

/s/ Kurt T. Slawson (POA) for John M Kane 08/04/2015

** 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.