

**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) 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) <b>Chief Operating Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2015	
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	02/06/2015		S		1,402 <sup>(1)</sup>	D	\$21.38	110,401.7829	D	
Common Stock	02/07/2015		F		961 <sup>(2)</sup>	D	\$21.35	109,440.7829	D	
Common Stock	02/07/2015		F		2,228 <sup>(3)</sup>	D	\$21.35	107,212.7829	D	
Common Stock								5,675.5813 <sup>(4)</sup>	I	By 401(k)
Common Stock								988.0128	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:**

- Per the instructions of Mr. Kane, an additional 1,402 shares were sold in an open market transaction in order to provide funds to pay the difference between his projected actual federal tax liability and the permitted amount of federal tax withholding.
- As previously reported, in connection with the separation of Navient Corporation ("Navient") from SLM Corporation ("SLM"), Navient established the Navient Corporation 2014 Omnibus Incentive Plan and issued new Navient equity awards to holders of outstanding SLM equity awards in order to maintain the intrinsic value of prior SLM award grants. On April 30, 2014, Mr. Kane was granted 5,750 vested restricted stock units ("RSUs") representing the right to receive shares of Navient common stock in the future, subject to transfer restrictions which lapse in one-half increments on February 7, 2015 and 2016. On February 7, 2015, 2,875 shares of such RSUs were settled and an additional 164 shares were issued to Mr. Kane upon the delivery of the related dividend equivalent rights. In connection with this settlement, 961 shares were withheld by Navient (as approved by the Navient Compensation and Personnel Committee) to satisfy Mr. Kane's tax withholding obligations.
- As previously reported, in connection with the separation of Navient from SLM, Navient established the Navient Corporation 2014 Omnibus Incentive Plan and issued new Navient equity awards to holders of outstanding SLM equity awards in order to maintain the intrinsic value of prior SLM award grants. On April 30, 2014, Mr. Kane was granted 12,408 RSUs representing the right to receive shares of Navient common stock in the future, which vest in one-half increments on February 7, 2015 and 2016. On February 7, 2015, 6,204 shares of such RSUs were settled and an additional 354 shares were issued to Mr. Kane upon the vesting of the related dividend equivalent rights. In connection with this settlement, 2,228 shares were withheld by Navient (as approved by the Navient Compensation and Personnel Committee) to satisfy Mr. Kane's tax withholding obligations.
- Between February 4, 2015, and February 6, 2015 Mr. Kane acquired 22,1956 share equivalents of Navient common stock under the Navient 401(k) Plan. The information in this report is based on the individual's actual account balance as of February 6, 2015.

/s/ Kurt T. Slawson (POA) for 02/10/2015  
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.

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