

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
Estimated average burden hours per response:	0.5

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>09/26/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	09/26/2017		M ⁽¹⁾		54,579	A	\$11.4873	393,074.899 ⁽²⁾⁽³⁾	D	
Common Stock	09/26/2017		F ⁽¹⁾		48,164	D	\$15	344,910.899	D	
Common Stock	09/26/2017		S ⁽¹⁾		28,886	D	\$15.0001 ⁽⁵⁾	316,024.899	D	
Common Stock								8,548.4908 ⁽⁴⁾	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)		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						Title
Stock Option (Right to Buy)	\$11.4873	09/26/2017		M ⁽¹⁾			54,579	02/07/2016	02/07/2018	Common Stock	54,579	\$0	0	D	

Explanation of Responses:

- The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on August 11, 2017, and effective on August 14, 2017.
- The reporting person's common stock balance includes 571 shares acquired under the Navient Corporation Employee Stock Purchase Plan.
- Dividend equivalent rights issued on restricted and performance stock units are included in the reporting person's common stock holding balance.
- Between May 1, 2017, and September 26, 2017, the reporting person acquired 174.4940 share equivalents of Navient common stock under the Navient 401(k) Plan. The information in this report is based on the reporting person's actual account balance as of September 26, 2017.
- Represents the weighted average price per share of stock sold by the reporting person \$15.00 and \$15.0050. 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 sold at each separate price.

/s/ Stephen P. Caso (POA) for 09/27/2017
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.