FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPR	JAVC							
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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

(Last) (First) (Middle) 123 JUSTISON STREET SUITE 300 (Street) WILMINGTON DE 19801 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction (Month/Day/Year) Code (Instr. 3 and 4) Code (Instr. 4) Code (Instr. 3 and 4) Code (Instr. 3 and 4) Code (Instr. 3 and 4) Code (Instr. 4)	Name and Address of Reporting Person* WHORLEY JOHN F JR						2. Issuer Name and Ticker or Trading Symbol NAVIENT CORP [NAVI]									Chec	k all app Dired	olicable)	Person(s) to Issuer 10% Owner Other (specify	
City (Street) (Street) (Street) (City (State) (Zip) (Z	123 JUSTISON STREET															X	belov	below) below)		v)`
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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 (Instr. 3) Amount Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Conversion or Exercise Price of Derivative Security (Instr. 3) Amount of Securities Underlying Derivative Security (Instr. 3) Amount Amount Amount Amount Amount Amount Amount Amount											V	Amount	(A (C	A) or O)	Price		Transaction(s)			(111341. 4)
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Explanation of Responses:

2. Dividend equivalent rights issued on RSUs and performance stock units are included in the reporting person's common stock holding balance.

/s/ Mark L. Heleen (POA) for John F. Whorley, Jr. 06/02/2016

** 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.

^{1.} As previously reported, on June 1, 2015, Mr. Whorley was granted 15,511 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 each of the first, second and third anniversaries of the grant. On June 1, 2016, 5,170 shares of such RSUs were settled and an additional 249 shares were issued to Mr. Whorley upon the vesting of the related dividend equivalent rights. In connection with this settlement, 1,758 shares were withheld by Navient (as approved by the Navient Compensation and Personnel Committee) to satisfy Mr. Whorley's tax withholding obligations.