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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>REMONDI JOHN F</u> (Last) (First) (Middle) <u>123 JUSTISON STREET</u> <u>SUITE 300</u> (Street) <u>WILMINGTON DE</u> <u>19801</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NAVIENT CORP [NAVI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	02/18/2017		F		6,127 ⁽¹⁾	D	\$15.45	1,470,240.9496	D	
Common Stock	02/18/2017		F		5,835 ⁽²⁾	D	\$15.45	1,464,405.9496	D	
Common Stock								250	I	As custodian for child

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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. As previously reported, on February 18, 2015, Mr. Remondi was granted 37,309 vested restricted stock units ("RSUs") under the Navient Corporation 2014 Omnibus Incentive Plan representing the right to receive shares of Navient Corporation ("Navient") common stock in the future, subject to transfer restrictions which lapse in one-third increments on each of the first, second and third anniversaries of the grant. On February 18, 2017, 11,883 shares of such RSUs were settled and an additional 1,111 shares were issued to Mr. Remondi upon the delivery of the related dividend equivalent rights. In connection with this settlement, 6,127 shares were withheld by Navient (as approved by the Navient Compensation and Personnel Committee) to satisfy Mr. Remondi's tax withholding obligations.

2. As previously reported, on February 18, 2015, Mr. Remondi was granted 32,332 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 February 18, 2017, 10,778 shares of such RSUs were settled and an additional 1,007 shares were issued to Mr. Remondi upon the vesting of the related dividend equivalent rights. In connection with this settlement, 5,835 shares were withheld by Navient (as approved by the Navient Compensation and Personnel Committee) to satisfy Mr. Remondi's tax withholding obligations.

/s/ Kurt T. Slawson (POA) for 02/21/2017
John F. Remondi

** 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.