

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

<b>1. Name and Address of Reporting Person*</b> <u>HELEEN MARK L</u> _____ (Last) (First) (Middle) 123 S. JUSTISON STREET SUITE 300 _____ (Street) WILMINGTON DE 19801 _____ (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>NAVIENT CORP [ NAVI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP, CLO &amp; Secretary</b>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 02/04/2023	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	02/04/2023		F		2,917 <sup>(1)</sup>	D	\$18.92	392,765.0171	D	
Common Stock	02/04/2023		F		2,515 <sup>(2)</sup>	D	\$18.92	390,250.0171	D	
Common Stock	02/06/2023		A		22,463 <sup>(3)</sup>	A	\$0	412,713.0171	D	
Common Stock	02/06/2023		A		23,224 <sup>(4)</sup>	A	\$0	435,937.0171	D	
Common Stock	02/06/2023		F		3,085 <sup>(5)</sup>	D	\$18.92	432,851.377 <sup>(6)</sup>	D	
Common Stock								10,530.3996 <sup>(7)</sup>	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)					

**Explanation of Responses:**

- As previously reported, on February 4, 2021, the reporting person was granted 30,487 restricted stock unit ("RSUs") under the Navient Corporation 2014 Omnibus Incentive Plan (the "Plan") representing the right to receive shares of Navient Corporation ("Navient") common stock in the future, which vest in one-third increments on each of the first, second and third anniversaries of the grant date. On February 4, 2023, 9,732 shares of such RSUs were settled and an additional 777 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 2,917 shares were withheld by Navient, as approved by the Navient Compensation and Human Resources Committee (the "Committee"), to satisfy the reporting person's tax withholding obligations.
- As previously reported, on February 4, 2022, the reporting person was granted 27,216 RSUs under the 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 date. On February 4, 2023, 8,688 shares of such RSUs were settled and an additional 373 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 2,515 shares were withheld by Navient, as approved by the Committee, to satisfy the reporting person's tax withholding obligations.
- Represents a grant of common stock to the reporting person in the form of restricted stock units pursuant to the Plan. The RSUs will be settled solely by delivery of shares of Navient common stock and vest in one-third increments on each of the first, second and third anniversaries of the grant date.
- Represents a grant of common stock to the reporting person in the form of performance stock units ("PSUs") to be settled solely by delivery of shares of the Company's common stock. A specified percentage of this target award will vest and be settled based upon the satisfaction of certain performance conditions over a three-year performance period ending on the final day of fiscal year 2025. The performance conditions shall be approved by the Committee in connection with the Company's 2023 Long-Term Incentive Program and shall be set forth in the form of PSU award agreement approved by the Committee.
- As previously reported, on February 6, 2020, the reporting person was granted 26,595 RSUs under the 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 date. On February 6, 2023, 8,489 shares of such RSUs were settled and an additional 1,466,640 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 3,085 shares were withheld by Navient, as approved by the Committee, to satisfy the reporting person's tax withholding obligations.
- Reflects the disposition of 0.6401 shares settled in cash upon the delivery of the related dividend equivalent rights, in accordance with the terms of the Plan.
- Between January 31, 2023, and February 6, 2023, the reporting person's share equivalents of Navient common stock under the Navient 401(k) Savings Plan decreased by 0.6099. The information in this report is based on the reporting person's actual account balance as of February 6, 2023.

/s/ Elizabeth Han (POA) for Mark Heleen 02/07/2023

\*\* 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.

