

**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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<b>1. Name and Address of Reporting Person*</b> <u>REMONDI JOHN F</u>  (Last) (First) (Middle) <u>123 JUSTISON STREET</u> <u>SUITE 300</u>  (Street) <u>WILMINGTON DE 19801</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/03/2017</u>	
	<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	02/03/2017		F		20,171 <sup>(1)</sup>	D	\$15.49	1,304,644.4384	D	
Common Stock	02/04/2017		F		4,915 <sup>(2)</sup>	D	\$15.49	1,299,728.4544 <sup>(3)</sup>	D	
Common Stock	02/04/2017		F		30,077 <sup>(4)</sup>	D	\$15.49	1,269,650.9496 <sup>(5)</sup>	D	
Common Stock	02/06/2017		A		77,519 <sup>(6)</sup>	A	\$0	1,347,169.9496	D	
Common Stock	02/06/2017		A		129,198 <sup>(7)</sup>	A	\$0	1,476,367.9496	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$15.48	02/06/2017		A		297,397		(8)	02/06/2022	Common Stock	297,397	\$0	297,397	D	

**Explanation of Responses:**

- As previously reported, on February 3, 2016, Mr. Remondi was granted 125,816 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, which vest in one-third increments on each of the first, second and third anniversaries of the grant. On February 3, 2017, 41,938 shares of such RSUs were settled and an additional 2,033 shares were issued to Mr. Remondi upon the vesting of the related dividend equivalent rights. In connection with this settlement, 20,171 shares were withheld by Navient (as approved by the Navient Compensation and Personnel Committee) to satisfy Mr. Remondi's tax withholding obligations.
- As previously reported, in connection with the April 30, 2014 separation of 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. Remondi was granted 28,512 vested RSUs representing the right to receive shares of Navient common stock in the future, subject to transfer restrictions which lapse in one-third increments on February 4, 2015, February 4, 2016 and February 4, 2017. On February 4, 2017, 9,504 shares of such RSUs were settled and an additional 1,200,984 shares were issued to Mr. Remondi upon the delivery of the related dividend equivalent rights. In connection with this settlement, 4,915 shares were withheld by Navient (as approved by the Navient Compensation and Personnel Committee) to satisfy Mr. Remondi's tax withholding obligations.
- Also reflects the disposition of 0.9840 shares settled in cash upon the delivery of the related dividend equivalent rights, in accordance with the terms of the 2014 Navient Corporation Omnibus Incentive Plan.
- As previously reported, in connection with the April 30, 2014 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. Remondi was granted 166,041 RSUs representing the right to receive shares of Navient common stock in the future, which vest in one-third increments on February 4, 2015, February 4, 2016 and February 4, 2017. On February 4, 2017, 55,347 shares of such RSUs were settled and an additional 6,987,504 shares were issued to Mr. Remondi upon the vesting of the related dividend equivalent rights. In connection with this settlement, 30,077 shares were withheld by Navient (as approved by the Navient Compensation and Personnel Committee) to satisfy Mr. Remondi's tax withholding obligations.
- Also reflects the disposition of 0.5048 shares settled in cash upon the delivery of the related dividend equivalent rights, in accordance with the terms of the 2014 Navient Corporation Omnibus Incentive Plan.
- Grant of RSUs under the Navient Corporation 2014 Omnibus Incentive Plan, which is classified as "Common Stock," as permitted, since the RSUs will be settled solely by delivery of shares of Navient common stock. These RSUs vest in one-third increments on each of the first, second and third anniversaries of the grant date.
- Grant of Performance Stock Units ("PSUs") which is classified as "Common Stock," as permitted, since the PSUs will be settled solely by delivery of shares of the Company's common stock upon vesting. 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 2019. The performance conditions to be used shall be those approved by the Committee in connection with the Company's 2017 Long-Term Incentive Program and shall be set forth in the form of PSU award agreement approved by the Committee. Each vested PSU will be settled in shares of the Company's common stock.
- Grant of net-settled stock options under the Navient Corporation 2014 Omnibus Incentive Plan. These options vest in one-third increments on each of the first, second and third anniversaries of the grant date.

/s/ Kurt T. Slawson (POA) for  
John F. Remondi 02/07/2017

\*\* Signature of Reporting Person Date

\* 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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