

**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>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)	2. Issuer Name and Ticker or Trading Symbol <u>NAVIENT CORP [ NAVI ]</u>	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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/04/2015		F		4,495 <sup>(1)</sup>	D	\$21	924,255.7021	D	
Common Stock	02/04/2015		F		24,510 <sup>(2)</sup>	D	\$21	899,745.7021	D	

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. As previously reported, in connection with the separation of Navient Corporation ("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 restricted stock units ("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, 2016 and 2017. On February 4, 2015, 9,504 shares of such RSUs were settled and an additional 284 shares were issued to Mr. Remondi upon the delivery of the related dividend equivalent rights. In connection with this settlement, 4,495 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, in connection with the 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, 2016 and 2017. On February 4, 2015, 55,347 shares of such RSUs were settled and an additional 1,657 shares were issued to Mr. Remondi upon the vesting of the related dividend equivalent rights. In connection with this settlement, 24,510 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 02/06/2015  
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.