

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	
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1. Name and Address of Reporting Person* <u>HELEEN MARK L</u> (Last) (First) (Middle) 123 S. JUSTISON STREET SUITE 300 (Street) WILMINGTON DE 19801 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2020	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/05/2020		F		1,511 ⁽¹⁾	D	\$14.07	221,032.0342 ⁽²⁾	D	
Common Stock	02/05/2020		F		3,244 ⁽³⁾	D	\$14.07	217,788.0342	D	
Common Stock	02/06/2020		F		1,902 ⁽⁴⁾	D	\$14.1	215,885.3351 ⁽⁵⁾	D	
Common Stock	02/06/2020		A		26,595 ⁽⁶⁾	A	\$0	242,480.3351	D	
Common Stock	02/06/2020		A		26,595 ⁽⁷⁾	A	\$0	269,075.3351	D	
Common Stock								8,083.5447 ⁽⁸⁾	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)	Date Exercisable	Expiration Date					

Explanation of Responses:

- As previously reported, on February 5, 2018, the reporting person was granted 11,005 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 date. On February 5, 2020, 3,669 shares of such RSUs were settled and an additional 395 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 1,511 shares were withheld by Navient, as approved by the Navient Compensation and Personnel Committee (the "Committee"), to satisfy the reporting person's tax withholding obligations.
- Dividend equivalent rights issued on RSUs and performance stock units ("PSUs") are included in the reporting person's common stock holding balance. Each dividend equivalent right is the economic equivalent of one share of Navient Corporation common stock.
- As previously reported, on February 5, 2019, the reporting person was granted 32,779 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 date. On February 5, 2020, 10,463 shares of such RSUs were settled and an additional 527 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 3,244 shares were withheld by Navient, as approved by the Committee, to satisfy the reporting person's tax withholding obligations.
- As previously reported, on February 6, 2017, the reporting person was granted 14,534 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 date. On February 6, 2020, 4,845 shares of such RSUs were settled and an additional 765.6991 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 1,902 shares were withheld by Navient, as approved by the Committee, to satisfy the reporting person's tax withholding obligations.
- Reflects the disposition of 0.6991 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 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 2022. The performance conditions to be used shall be those approved by the Committee in connection with the Company's 2020 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.
- Between December 9, 2019, and February 6, 2020, the reporting person acquired 137.3692 share equivalents of Navient common stock under the Navient 401(k) Savings Plan. The information in this report is based on the reporting person's actual account balance as of February 6, 2020.

/s/ Kurt T. Slawson (POA) for 02/07/2020
Mark L. Heleen

** 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.

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