

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>REMONDI JOHN F</u>  (Last) (First) (Middle) <u>123 S. 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>12/31/2018</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	12/31/2018		F		2,605 <sup>(1)</sup>	D	\$8.81	1,817,280.5862 <sup>(2)(3)</sup>	D	
Common Stock	01/03/2019		M <sup>(4)</sup>		1,000,000	A	\$6.523	2,817,280.5862	D	
Common Stock	01/03/2019		F <sup>(4)</sup>		828,578 <sup>(5)</sup>	D	\$9.2	1,988,702.5862	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)	\$6.523	01/03/2019		M <sup>(4)</sup>		1,000,000		04/30/2014	01/08/2019	Common Stock	1,000,000	\$0	0	D	

**Explanation of Responses:**

1. Represents shares withheld to satisfy the reporting person's various tax withholding requirements.
2. Dividend equivalent rights (36,745.6938 units) issued on restricted stock units and performance stock units ("PSUs") are included in the reporting person's common stock holding balance.
3. As previously reported on the Company's 2018 Proxy Statement on Form DEF 14A, the reporting person's common stock balance reflects the forfeiture of 92,393.3964 PSUs from the reporting person's beneficial ownership because the Company failed to meet the threshold performance level established for the PSUs granted for the 2015 - 2017 performance period.
4. These transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person and represent exercises of stock options set to expire on January 8, 2019.
5. Includes shares withheld for the payment of (i) the option exercise price and (ii) the payment of various tax withholding obligations.

/s/ Kurt T. Slawson (POA) for 01/03/2019  
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.

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