

BOUC DON R
Form 4/A
May 09, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOUC DON R

2. Issuer Name and Ticker or Trading Symbol
NELNET INC [NNI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
121 SOUTH 13TH STREET, SUITE 201

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
LINCOLN, NE 68508

4. If Amendment, Date Original Filed(Month/Day/Year)
03/18/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	03/16/2005		G ⁽³⁾	V	119,048 ⁽⁵⁾	D	\$ 0 588,102 ⁽²⁾	D
Class A Common Stock	03/16/2005		G ⁽³⁾	V	119,048 ⁽⁵⁾	A	\$ 0 96,169 ⁽²⁾	I By spouse
Class A Common Stock	03/16/2005		G	V	59,988	D	\$ 0 36,181 ⁽²⁾	I By spouse
Class A Common	03/16/2005		G ⁽¹⁾	V	1,650	D	\$ 0 34,531 ⁽²⁾	I By spouse

Stock

Class A Common Stock	03/16/2005	G ⁽¹⁾	V	1,650	D	\$ 0	586,452 ⁽²⁾	D	
Class A Common Stock	03/16/2005	G ⁽⁴⁾	V	179,900	D	\$ 0	406,552 ⁽²⁾	D	
Class A Common Stock	03/16/2005	G ⁽⁴⁾	V	179,900	A	\$ 0	179,900	I	By CRUT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOUC DON R
121 SOUTH 13TH STREET, SUITE 201 X
LINCOLN, NE 68508

Signatures

/William J. Munn, Attorney-in-Fact for Don R.
Bouc/

05/09/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) These gifts were effected pursuant to Rule 10b5-1 trading plans adopted on or about December 14, 2004.

On March 16, 2005, the reporting person transferred a total of 100,000 shares of Class A Common Stock to the Don R. Bouc Three-Year Grantor Retained Annuity Trust ("GRAT") #2, and the reporting person's spouse transferred a total of 100,000 shares of Class A Common Stock to the Nancy L. Bouc Three-Year GRAT #2. The reporting person continues to report beneficial ownership of all of the shares of Class A Common Stock held by these GRATs. As of the date of this report, the reporting person also indirectly owns: (a) 265,149 shares held by the Don R. Bouc Five-Year GRAT, (b) 265,149 shares held by the Nancy L. Bouc Five-Year GRAT, (c) 138,357 shares held by the Don R. Bouc Three-Year GRAT, and (d) 138,357 shares held by the Nancy L. Bouc Three-Year GRAT.

(3) Gift to spouse.

On March 16, 2005, the reporting person contributed 179,900 shares of Class A Common Stock to a Charitable Remainder Unitrust ("CRUT") of which the reporting person and his spouse are beneficiaries. The reporting person continues to report beneficial ownership of all of the shares of Class A Common Stock held by the CRUT but disclaims beneficial ownership except to the extent of his and his spouse's pecuniary interest therein.

(5) The purpose of this amendment is to correct the number of shares subject to the gift to spouse and the resulting number of shares beneficially owned following the reported transactions. All other information in the original filing remains unchanged.

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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