EICHER TODD M

Form 4 March 12, 2013

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** EICHER TODD M			Symbol	2. Issuer Name and Ticker or Trading Symbol NELNET INC [NNI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Last)	(First) (M	iddle) 3. Date o	f Earliest Tr	ansaction	** **				
			(Month/Σ	Day/Year)		Director		Owner		
	121 SOUTH 201	13TH STREET,	SUITE 03/08/2	03/08/2013			_X_ Officer (give title Other (specify below) Executive Director			
	201									
		(Street)	4. If Ame	4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Chapter Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person				g(Check		
			Filed(Mo					erson		
LINCOLN, NE 68508				Form filed by More than On Person						
	(City)	(State) (Z	Zip) Tab	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of		
	Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect		
	(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial		
			(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		
					(4)	Reported				

(Instr. 3)	(Monday 1 car)	any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4 and 5)		Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	03/08/2013		A	1,697 (1)	A	\$0	235,390	D	
Class A Common Stock	03/08/2013		F	639 (2)	D	\$ 33.9 (3)	234,751	D	
Class A Common							387	I	By 401(k) plan

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EICHER TODD M 121 SOUTH 13TH STREET SUITE 201 LINCOLN, NE 68508

Executive Director

Signatures

/s/ Kirsten Hoppe, Attorney-in-Fact for Todd M. Eicher

03/12/2013

**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) Issued pursuant to the issuer's Restricted Stock Plan, as personal production incentive compensation paid in stock, which the reporting person became entitled to receive on March 8, 2013.
- (2) Shares that were tax-withheld by the issuer to satisfy the reporting person's tax obligation resulting from the March 8, 2013 award by the issuer of 1,697 shares of bonus compensation stock.
- (3) Per share value assigned by the issuer to the tax withholding shares under the tax withholding arrangement, and based on the average of the high and low market sales prices of the shares on March 1, 2013.

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