Kruger James D Form 4 March 13, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

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OMB APPROVAL

burden hours per response...

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Kruger James D			Symbol					Issuer				
			NELNE	NELNET INC [NNI]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					-				
121 SOUTH 13TH STREET, SUITE				(Month/Day/Year) 03/10/2018					Director 10% Owner Other (specify			
100		,	00/10/2	010				below) Chief	below) Financial Offic	er		
	(Street) 4. If Amendment, Date Original				ıl		6. Individual or Joint/Group Filing(Check					
	Filed(Mor	nth/Day/Yea	nr)			Applicable Line)						
LINCOLN, NE 68508								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned		
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed fonth/Day/Year) Execution Date any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
C1 A				Code V	7 Amount	(D)	Price	(Instr. 3 and 4)				
Class A Common Stock	03/10/2018			F	260 (1)	D	\$ 55.36 (2)	154,141 (3)	D			
Class A Common Stock	03/10/2018			F	212 (1)	D	\$ 55.36 (2)	153,929 (3)	D			
Class A Common Stock	03/10/2018			F	251 (1)	D	\$ 55.36 (2)	153,678 (3)	D			

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 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. onNumber of Derivativ Securities Acquired			Amou Under Securi	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
	·				(A) or Disposed of (D) (Instr. 3, 4, and 5)						Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kruger James D 121 SOUTH 13TH STREET SUITE 100 LINCOLN, NE 68508

Chief Financial Officer

Signatures

/s/ Audra Hoffschneider, Attorney-in-Fact for James D. Kruger

03/13/2018

**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 shares were tax-withheld by the issuer to satisfy the reporting person's tax obligation resulting from the vesting of a previously reported grant of shares pursuant to Rule 16b-3(d).
- (2) Per share value assigned by the issuer to the tax withholding shares under the tax withholding arrangement, and based on the market closing price of the shares as of March 12, 2018.
- (3) Includes 1,774 shares issued pursuant to the issuer's Employee Share Purchase Plan, which number of shares reflects the acquisition of a total of 528 shares under the issuer's Employee Share Purchase Plan since March 17, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2