

BOUC DON R
Form 4
February 02, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

121 SOUTH 13TH STREET, SUITE
201

(Street)

LINCOLN, NE 68508

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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		
Class A Common Stock	01/31/2005		S ⁽¹⁾		200	D	\$ 30.69	169,800	I ⁽²⁾ by Great Plains Financial LLC
Class A Common Stock	01/31/2005		S ⁽¹⁾		9,800	D	\$ 30.6	160,000	I ⁽²⁾ by Great Plains Financial LLC
Class A Common Stock	01/31/2005		S ⁽¹⁾		20,000	D	\$ 30.3	140,000	I ⁽²⁾ by Great Plains Financial LLC

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Class A Common Stock	02/01/2005	<u>S</u> ⁽¹⁾	9,300	D	\$ 30.2	130,700	<u>I</u> ⁽²⁾	by Great Plains Financial LLC
Class A Common Stock	02/01/2005	<u>S</u> ⁽¹⁾	1,100	D	\$ 30.21	129,600	<u>I</u> ⁽²⁾	by Great Plains Financial LLC
Class A Common Stock	02/01/2005	<u>S</u> ⁽¹⁾	11,400	D	\$ 30.25	118,200	<u>I</u> ⁽²⁾	by Great Plains Financial LLC
Class A Common Stock	02/01/2005	<u>S</u> ⁽¹⁾	100	D	\$ 30.26	118,100	<u>I</u> ⁽²⁾	by Great Plains Financial LLC
Class A Common Stock	02/01/2005	<u>S</u> ⁽¹⁾	900	D	\$ 30.27	117,200	<u>I</u> ⁽²⁾	by Great Plains Financial LLC
Class A Common Stock	02/01/2005	<u>S</u> ⁽¹⁾	1,500	D	\$ 30.29	115,700	<u>I</u> ⁽²⁾	by Great Plains Financial LLC
Class A Common Stock	02/01/2005	<u>S</u> ⁽¹⁾	7,300	D	\$ 30.4	108,400	<u>I</u> ⁽²⁾	by Great Plains Financial LLC
Class A Common Stock	02/01/2005	<u>S</u> ⁽¹⁾	700	D	\$ 30.44	107,700	<u>I</u> ⁽²⁾	by Great Plains Financial LLC
Class A Common Stock	02/01/2005	<u>S</u> ⁽¹⁾	4,400	D	\$ 30.45	103,300	<u>I</u> ⁽²⁾	by Great Plains Financial LLC
Class A Common Stock	02/01/2005	<u>S</u> ⁽¹⁾	600	D	\$ 30.47	102,700	<u>I</u> ⁽²⁾	by Great Plains Financial LLC
Class A Common Stock	02/01/2005	<u>S</u> ⁽¹⁾	2,700	D	\$ 30.49	100,000	<u>I</u> ⁽²⁾	by Great Plains Financial LLC

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

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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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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

/Edward P. Martinez, Attorney-in-Fact for Don R.
Bouc

02/03/2005

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on May 7, 2004.

Since the reporting person's last report, 170,000 shares of Class A Common Stock previously owned directly were transferred to Great Plains Financial LLC, of which the reporting person is sole owner and member. The reporting person directly owns 969,880 shares of Class A Common Stock, including 200 shares acquired under the Nelnet Employee Stock Purchase Plan on January 11, 2005, and also

(2) indirectly owns the following shares of Class A Common Stock: (a) 265,149 shares held by the Don R. Bouc Five Year Grantor Retained Annuity Trust ("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, (d) 138,357 shares held by the Nancy L. Bouc Three Year GRAT, and (e) 77,121 shares held by the reporting person's spouse.

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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