

DUNLAP MICHAEL S  
Form 4  
September 21, 2011

**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 \*  
DUNLAP MICHAEL S

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)  
03/16/2011

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

(Street)  
LINCOLN, NE 68508

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

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 Indirect Ownership (Instr. 4) |                          |   |                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------------------|---|----------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |                          |   |                |
| Class A Common Stock            | 03/16/2011                           |  | G <sup>(1)</sup>               | V   | 30,000  | D  | \$ 0                                       | 2,392,856                | D |                |
| Class A Common Stock            |                                      |  |                                |   |   | I  |  | 3,364 <sup>(2)</sup>     |   | By 401(k) plan |
| Class A Common Stock            |                                      |  |                                |   |   | I  |  | 404,500 <sup>(3)</sup>   |   | By corporation |
| Class B Common                  |                                      |  |                                |   |   | D  |  | 4,827,853 <sup>(4)</sup> |   |                |

|                            |                          |   |                   |
|----------------------------|--------------------------|---|-------------------|
| Stock                      |                          |   |                   |
| Class B<br>Common<br>Stock | 1,014,160 <sup>(5)</sup> | I | By GRAT           |
| Class B<br>Common<br>Stock | 1,586,691 <sup>(6)</sup> | I | By<br>corporation |
| Class B<br>Common<br>Stock | 1,701,000                | I | By spouse         |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| DUNLAP MICHAEL S<br>121 SOUTH 13TH STREET<br>SUITE 201<br>LINCOLN, NE 68508 | X             | X         | Chairman and CEO |       |

## Signatures

/s/ Angie R. Miller, Attorney-in-Fact for Michael S.  
Dunlap

09/21/2011

\_\_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 gift reported in this filing was effected pursuant to a Rule 10b5-1 Stock Gift Plan (the "Plan") entered into by the reporting person on December 1, 2010.
  - (2) The reporting person has acquired a total of 1004 shares under the issuer's 401(k) plan since the filing of the reporting person's last Section 16 report on February 16, 2010.  
  
Shares held by Farmers & Merchants Investment Inc. ("F&M"), of which the reporting person is a director, executive officer, and owns or controls approximately 22% of the outstanding voting stock, and of which the reporting person's spouse owns approximately 18% of the outstanding voting stock. The reporting person continues to report beneficial ownership of all the shares held by F&M, but disclaims beneficial ownership of the shares held by F&M except to the extent of his pecuniary interests therein.
  - (3) Includes shares distributed from a Grantor Retained Annuity Trust as discussed in footnote (5) below.  
  
Shares held by the Michael S. Dunlap Grantor Retained Annuity Trust dated August 28, 2003, which reflect the distribution and transfer from the trust to the reporting person of 43,000 shares on August 27, 2010 and 21,250 shares on August 29, 2011. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interests therein.
  - (4) Shares held by Union Financial Services, Inc. ("UFS"), of which the reporting person is chairman and owns 50.0% of the outstanding capital stock. The reporting person continues to report beneficial ownership of all the shares held by UFS, but disclaims beneficial ownership of the shares held by UFS except to the extent of his pecuniary interests therein.
  - (5) Shares held by Union Financial Services, Inc. ("UFS"), of which the reporting person is chairman and owns 50.0% of the outstanding capital stock. The reporting person continues to report beneficial ownership of all the shares held by UFS, but disclaims beneficial ownership of the shares held by UFS except to the extent of his pecuniary interests therein.

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.