

HALL MATTHEW D

Form 4

April 16, 2007

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 *
HALL MATTHEW D

(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)
04/13/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Director

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	04/13/2007		S		1,000	D \$ 25	74,649 D
Class A Common Stock	04/13/2007		S		400	D \$ 25.08	74,249 D
Class A Common Stock	04/13/2007		S		600	D \$ 25.09	73,649 D
Class A Common	04/16/2007		S		2,000	D \$ 25.5	71,649 D

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Stock

Class A Common Stock	04/16/2007	S	2,300	D	\$ 25.58	69,349	D
Class A Common Stock	04/16/2007	S	600	D	\$ 25.59	68,749	D
Class A Common Stock	04/16/2007	S	200	D	\$ 25.68	68,549	D
Class A Common Stock	04/16/2007	S	200	D	\$ 25.69	68,349	D
Class A Common Stock	04/16/2007	S	1,000	D	\$ 25.7	67,349	D
Class A Common Stock	04/16/2007	S	1,100	D	\$ 25.72	66,249	D
Class A Common Stock	04/16/2007	S	100	D	\$ 25.74	66,149	D
Class A Common Stock	04/16/2007	S	1,600	D	\$ 25.75	64,549	D
Class A Common Stock	04/16/2007	S	3,200	D	\$ 25.76	61,349	D
Class A Common Stock	04/16/2007	S	200	D	\$ 25.77	61,149	D
Class A Common Stock	04/16/2007	S	300	D	\$ 25.78	60,849	D
Class A Common Stock	04/16/2007	S	200	D	\$ 25.82	60,649	D
Class A Common Stock	04/16/2007	S	4,900	D	\$ 25.86	55,749	D
Class A Common Stock	04/16/2007	S	100	D	\$ 25.89	55,649	D

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Class A Common Stock	04/16/2007	S	500	D	\$ 25.91	55,149	D
Class A Common Stock	04/16/2007	S	4,300	D	\$ 25.94	50,849	D
Class A Common Stock	04/16/2007	S	200	D	\$ 25.95	50,649	D

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
				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

HALL MATTHEW D
121 SOUTH 13TH STREET, SUITE 201
LINCOLN, NE 68508

Executive Director

Signatures

/s/ William J. Munn, Attorney for Matthew
D. Hall

04/16/2007

__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).

Remarks:

Sales represented in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.

Includes 2,748 shares issued to the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan.

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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