

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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * HALL MATTHEW D <small>(Last) (First) (Middle)</small> 121 SOUTH 13TH STREET, SUITE 201 <small>(Street)</small> LINCOLN, NE 68508 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol NELNET INC [NNI] 3. Date of Earliest Transaction (MM/DD/YYYY) 4/13/2007 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Director 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	4/13/2007		S		1000	D	\$25.00	74649	D	
Class A Common Stock	4/13/2007		S		400	D	\$25.08	74249	D	
Class A Common Stock	4/13/2007		S		600	D	\$25.09	73649	D	
Class A Common Stock	4/16/2007		S		2000	D	\$25.50	71649	D	
Class A Common Stock	4/16/2007		S		2300	D	\$25.58	69349	D	
Class A Common Stock	4/16/2007		S		600	D	\$25.59	68749	D	
Class A Common Stock	4/16/2007		S		200	D	\$25.68	68549	D	
Class A Common Stock	4/16/2007		S		200	D	\$25.69	68349	D	
Class A Common Stock	4/16/2007		S		1000	D	\$25.70	67349	D	
Class A Common Stock	4/16/2007		S		1100	D	\$25.72	66249	D	
Class A Common Stock	4/16/2007		S		100	D	\$25.74	66149	D	
Class A Common Stock	4/16/2007		S		1600	D	\$25.75	64549	D	
Class A Common Stock	4/16/2007		S		3200	D	\$25.76	61349	D	
Class A Common Stock	4/16/2007		S		200	D	\$25.77	61149	D	
Class A Common Stock	4/16/2007		S		300	D	\$25.78	60849	D	
Class A Common Stock	4/16/2007		S		200	D	\$25.82	60649	D	
Class A Common Stock	4/16/2007		S		4900	D	\$25.86	55749	D	

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1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	4/16/2007		S		100	D	\$25.89	55649	D	
Class A Common Stock	4/16/2007		S		500	D	\$25.91	55149	D	
Class A Common Stock	4/16/2007		S		4300	D	\$25.94	50849	D	
Class A Common Stock	4/16/2007		S		200	D	\$25.95	50649	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

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.

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

4/16/2007

** Signature of Reporting Person

Date

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

* 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).

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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