#### SCHOLASTIC CORP

Form 4

August 05, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ROBINSON RICHARD

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First) (Middle) SCHOLASTIC CORP [SCHL]

(Check all applicable)

CEO, Chairman and President

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

\_X\_ Director \_X\_\_ Officer (give title \_X\_\_ 10% Owner Other (specify

C/O CORPORATE SECRETARY, SCHOLASTIC CORP, 557

(Street)

**BROADWAY** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

08/03/2015

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10012

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit onor Dispos (Instr. 3,	ed of		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)
Class A Stock	08/03/2015		Code V M(1)	Amount 15,300 (1)	(D)	Price \$ 36.41	4,509,454	D	
Class A Stock	08/03/2015		<u>J(2)</u>	15,300 (2)	D	\$ 36.41	4,494,154	D	
Common Stock	08/03/2015		J <u>(2)</u>	15,300 (2)	A	\$ 36.41	4,509,454	D	
Common Stock	08/03/2015		S	300	D	\$ 43.1	4,509,154	D	
Common Stock	08/03/2015		S	5,000	D	\$ 43.01 (3)	4,504,154	D	

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Common Stock	08/03/2015	S	5,000	D	\$ 43.05 4,499,154 D
Common Stock	08/03/2015	S	5,000	D	\$ 42.98 4,494,154 D
Class A Stcok	08/04/2015	M <u>(1)</u>	27,997 (1)	A	\$ 36.41 4,522,151 D
Class A Stock	08/04/2015	J(2)	27,997 (2)	D	\$ 36.41 4,494,154 D
Common Stock	08/04/2015	J(2)	27,997 (2)	A	\$ 36.41 4,522,151 D
Common Stock	08/04/2015	S	1,127	D	\$ 43.3 4,521,024 D
Common Stock	08/04/2015	S	8,000	D	\$ 43.13 4,513,024 D
Common Stock	08/04/2015	S	8,000	D	\$ 43.21 4,505,124 D
Common Stock	08/04/2015	S	5,000	D	\$ 43.06 4,500,024 D
Common Stock	08/04/2015	S	5,000	D	\$ 43.193 4,495,024 D
Common Stock	08/04/2015	S	870	D	\$ 43.21 4,494,154 (5) 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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of 6		6. Date Exercisable and		7. Title and		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	ctionDerivative		Expiration Date		Amount of		
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		Underlying		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	1				Securities		
	Derivative				or Disposed of					(Instr. 3 and 4)	
	Security				(D)	2.4					
					(Instr. 3, 4, and 5)						
										Amount	
							Date	Expiration	Title	or	
							Exercisable	Date	THE	Number	
				Code V	(A)	(D)				of Shares	
Emmployee	\$ 36.41	08/03/2015		M		15,300	<u>(6)</u>	09/21/2015	Class	15,300	

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Stock Option (right to buy)							A Stock	
Employee Stock Options (right to buy)	\$ 36.41	08/04/2015	М	27,99°	7 <u>(6)</u>	09/21/2015	Class A Stock	27,997

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting owner name / reduces	Director	10% Owner	Officer	Other		
ROBINSON RICHARD C/O CORPORATE SECRETARY, SCHOLASTIC CORP 557 BROADWAY NEW YORK, NY 10012	X	X	CEO, Chairman and President			
0:						

## Signatures

Richard Robinson, by Teresa M. Connelly, attorney-in-fact

08/05/2015

\*\*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) Represents the exercise of stock options due to expire on September 21, 2015.
- (2) Represents the conversion of Class A Stock to Common Stock.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.01 to \$43.02, inclusive. The reporting person undertakes to provide to Scholastic Corporation, any holder of Scholastic Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.17 to \$43.27, inclusive. The reporting person undertakes to provide to Scholastic Corporation, any holder of Scholastic Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- (5) See Exhibit 99.1.
- (6) Employee stock options vest ratably over a four year period beginning with the first anniversary of the date of grant.

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.

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