SCHOLASTIC CORP

Form 4

August 14, 2015

FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

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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

(Last)

(First) (Middle)

SCHOLASTIC CORP [SCHL]

3. Date of Earliest Transaction

(Check all applicable)

C/O CORPORATE SECRETARY,

(Street)

(Month/Day/Year) 08/12/2015 _X_ Director _X_ 10% Owner _X_ Officer (give title ___ Other (specify below)

6. Individual or Joint/Group Filing(Check

SCHOLASTIC CORP, 557 BROADWAY

4. If Amendment, Date Original

CEO, Chairman and President

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

NEW YORK, NY 10012

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Stock	08/12/2015		Code V M(1)	Amount 19,500 (1)	(D)	Price \$ 36.41	4,513,654	D	
Class A Stock	08/12/2015		J(2)	19,500 (2)	D	\$ 36.41	4,494,154	D	
Common Stock	08/12/2015		J(2)	19,500 (2)	A	\$ 36.41	4,513,654	D	
Common Stock	08/12/2015		S	1,500	D	\$ 41.74	4,512,154	D	
Common Stock	08/12/2015		S	1,500	D	\$ 41.79	4,510,654	D	

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Common Stock	08/12/2015	S	1,500	D	\$ 41.84	4,509,154	D
Common Stock	08/12/2015	S	1,500	D	\$ 41.94	4,507,654	D
Common Stock	08/12/2015	S	1,500	D	\$ 41.89	4,506,154	D
Common Stock	08/12/2015	S	1,500	D	\$ 41.99	4,504,654	D
Common Stock	08/12/2015	S	1,500	D	\$ 42.14	4,503,154	D
Common Stock	08/12/2015	S	1,500	D	\$ 42.19	4,501,654	D
Common Stock	08/12/2015	S	1,500	D	\$ 42.04	4,500,154	D
Common Stock	08/12/2015	S	1,500	D	\$ 42.24	4,498,654	D
Common Stock	08/12/2015	S	1,500	D	\$ 42.29	4,497,154	D
Common Stock	08/12/2015	S	1,500	D	\$ 42.34	4,495,654	D
Common Stock	08/12/2015	S	1,500	D	\$ 42.61	4,494,154	D
Class A Stock	08/13/2015	M(1)	16,438 (1)	A	\$ 36.41	4,510,592	D
Class A Stock	08/13/2015	J(2)	16,438 (2)	D	\$ 36.41	4,494,154	D
Common Stock	08/13/2015	J(2)	16,438 (2)	A	\$ 36.41	4,510,592	D
Common Stock	08/13/2015	S	5,000	D	\$ 43.06	4,505,592	D
Common Stock	08/13/2015	S	5,000	D	\$ 43.11	4,500,592	D
Common Stock	08/13/2015	S	1,438	D	\$ 43.16	4,499,154	D
Common Stock	08/13/2015	S	2,000	D	\$ 43.01	4,497,154	D
Common Stock	08/13/2015	S	3,000	D	\$ 43.09	4,494,154 (3)	D

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.41	08/12/2015		M	19,500	<u>(4)</u>	09/21/2015	Class A Stock	19,500
Employee Stock Option (right to buy)	\$ 36.41	08/13/2015		M	16,438	<u>(4)</u>	09/21/2015	Common Stock	16,438

Reporting Owners

Reporting Owner Name / Address	Relationships					
	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			

Signatures

Richard Robinson, by Teresa M. Connelly, attorney-in-fact 08/14/2015

**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.

Reporting Owners 3

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- (2) Represents the conversion of Class A Stock to Common Stock.
- (3) See Exhibit 99.1
- (4) 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.