

SCHOLASTIC CORP

Form 4

July 30, 2015

**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

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(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O CORPORATE SECRETARY,  
SCHOLASTIC CORP, 557  
BROADWAY**

(Street)

**NEW YORK, NY 10012**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**SCHOLASTIC CORP [SCHL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/28/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CEO, Chairman and President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
|                                       |   |   | Code                                    | V   | Amount<br>(A)<br>or<br>(D)   | Price  |   |
| Class A<br>Stock                      | 07/28/2015                              |   | M <sup>(1)</sup>                        |   | 9,396<br>(1)   | \$<br>36.41  | 4,503,550 D   |
| Class A<br>Stock                      | 07/28/2015                              |   | J <sup>(2)</sup>                        |   | 9,396<br>(2)   | \$<br>36.41  | 4,494,154 D   |
| Common<br>Stock                       | 07/28/2015                              |   | J <sup>(2)</sup>                        |   | 9,396<br>(2)   | \$<br>36.41  | 4,503,550 D   |
| Common<br>Stock                       | 07/28/2015                              |   | S                                       |   | 9,396  | \$<br>42.98  | 4,494,154 D   |
| Class A<br>Stock                      | 07/29/2015                              |   | M <sup>(1)</sup>                        |   | 4,004  | \$<br>36.41  | 4,498,158 D   |

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|               |            |                  |       |   |          |                          |   |
|---------------|------------|------------------|-------|---|----------|--------------------------|---|
| Class A Stock | 07/29/2015 | J <sup>(2)</sup> | 4,004 | D | \$ 36.41 | 4,494,154                | D |
| Common Stock  | 07/29/2015 | J <sup>(2)</sup> | 4,004 | A | \$ 36.41 | 4,498,158                | D |
| Common Stock  | 07/29/2015 | S                | 4,004 | D | \$ 42.98 | 4,494,154 <sup>(3)</sup> | 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. Filing Date |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title          |
| Employee Stock Option (right to buy)       | \$ 36.41   | 07/28/2015                           |  | M                              | 9,396   | <sup>(4)</sup> 09/21/2015                                | Class A Stock   | 9,396          |
| Employee Stock Options (right to buy)      | \$ 36.41   | 07/29/2015                           |  | M                              | 4,004   | <sup>(4)</sup> 09/21/2015                                | Class A Stock   | 4,004          |

## Reporting Owners

| Reporting Owner Name / Address                               | Director | 10% Owner | Officer                     | Other |
|--|----------|-----------|-----------------------------|-------|
| ROBINSON RICHARD<br>C/O CORPORATE SECRETARY, SCHOLASTIC CORP | X        | X         | CEO, Chairman and President |       |

557 BROADWAY  
NEW YORK, NY 10012

## Signatures

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

07/30/2015

\_\_\_\_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.
- (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.  
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