

SCHOLASTIC CORP  
Form 4  
August 23, 2016

**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(h) of the Investment Company Act of 1940

(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)  
**08/19/2016**

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code		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
Common Stock	07/18/2016		G	V	8,600	D	\$ 0 <sup>(1)</sup>	4,390,978	D	
Common Stock	08/19/2016		M		17,758	A	\$ 22.81	4,408,736	D	
Common Stock	08/19/2016		S		17,758	D	\$ 40.681 <sup>(2)</sup>	4,390,978	D	
Common Stock	08/22/2016		M		400	A	\$ 22.81	4,391,378	D	
	08/22/2016		S		400	D	\$ 40.51	4,390,978	D	

Common  
Stock

Common Stock 08/23/2016 M 17,862 A \$ 22.81 4,408,840 D

Common Stock 08/23/2016 I 17,862 D \$  
40.595 4,390,978 <sup>(4)</sup> D  
<sub>(3)</sub>

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 22.81	08/19/2016		M	17,758	<u>(5)</u> 08/07/2020	Common Stock	17,758	
Employee Stock Options (right to buy)	\$ 22.81	08/22/2016		M	400	<u>(5)</u> 08/27/2020	Common Stock	400	
Employee stock options (right to buy)	\$ 22.81	08/23/2016		M	17,862	<u>(5)</u> 08/27/2020	Common Stock	17,862	

## Reporting Owners

Reporting Owner Name / Address

Relationships

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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

08/23/2016

\_\_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 closing price on the day of gift.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.58-40.79, 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 (2) to this Form 4
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.32-40.56, 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
- (3) See Exhibit 99.1
- (4) Employee stock options vest ratably over a four year period beginning with the first anniversary after 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.