

SCHOLASTIC CORP  
Form 4  
August 13, 2014

**FORM 4**

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

OMB APPROVAL

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**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)  
**08/11/2014**

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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Stock	08/11/2014		M		34,000 (1) \$ 29.49	4,414,377	D
Class A Stock	08/11/2014		J(2)		34,000 (2) \$ 29.49	4,380,377	D
Common Stock	08/11/2014		J(2)		34,000 (2) \$ 29.49	4,414,377	D
Common Stock	08/11/2014		S		34,000 (3) \$ 36.298	4,380,377	D
	08/12/2014		M		\$ 29.49	4,410,377	D

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Class A Stock					30,000 (1)			
Class A Stock	08/12/2014		J(2)		30,000 (2)	D	\$ 29.49	4,380,377 D
Common Stock	08/12/2014		J(2)		30,000 (2)	A	\$ 29.49	4,410,377 D
Common Stock	08/12/2014		S		8,865	D	\$ 36.258 (4)	4,410,512 D
Common Stock	08/12/2014		S		21,135	D	\$ 36.124 (5)	4,380,377 (6) 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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**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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 29.49	08/11/2014		M	34,000	(7) 09/20/2014	Class A Stock	34,000
Employee Stock Options (right to buy)	\$ 29.49	08/12/2014		M	30,000	(7) 09/20/2014	Class A Stock	30,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

