

SCHOLASTIC CORP  
Form 4  
July 30, 2015

**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 \*  
DAVIES JOHN L

(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)

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				(A) or (D)
Common Stock	07/28/2015		S			9,027	D	\$ 43	5,956	D
Common Stock	07/28/2015		M			1,900	A	\$ 36.21	7,856	D
Common Stock	07/28/2015		S			1,900	D	\$ 43	5,956	D
Common Stock	07/28/2015		M			1,934	A	\$ 27.93	7,890	D
Common Stock	07/28/2015		S			1,934	D	\$ 43	5,956	D

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Common stock	07/28/2015	M	2,000	A	\$ 24.54	7,956	D
Common Stock	07/28/2015	S	2,000	D	\$ 43	5,956	D
Common Stock	07/28/2015	M	1,934	A	\$ 25.61	7,890	D
Common Stock	07/28/2015	S	1,934	D	\$ 43	5,956	D
Common Stock	07/28/2015	M	1,900	A	\$ 26.73	7,856	D
Common Stock	07/28/2015	S	1,900	D	\$ 43	5,956	D
Common Stock	07/28/2015	M	1,900	A	\$ 33.39	7,856	D
Common Stock	07/28/2015	S	1,900	D	\$ 43	5,956	D
Common Stock	07/28/2015	M	1,700	A	\$ 30.56	7,656	D
Common Stock	07/28/2015	S	1,700	D	\$ 43	5,956	D
Common Shares	07/28/2015	M	4,100	A	\$ 36.41	10,056	D
Common Shares	07/28/2015	S	4,100	D	\$ 43	5,956	D
Common Stock	07/28/2015	M	3,804	A	\$ 30.08	9,760	D
Common Stock	07/28/2015	S	3,804	D	\$ 43	5,956	D

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I
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(Instr. 3, 4,  
and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Outside Director Stock Options	\$ 36.21		07/28/2015	M				1,900 09/19/2008	09/19/2017	Common Stock	1,900
Outside Director Stock Options	\$ 27.93		07/28/2015	M				1,934 09/24/2009	09/24/2018	Common Stock	1,934
Outside Director Stock Options	\$ 24.54		07/28/2015	M				2,000 09/23/2010	09/23/2019	Common Stock	1,000
Outside Director Stock Options	\$ 25.61		07/28/2015	M				1,934 09/22/2011	09/22/2020	Common Stock	1,934
Outside Director Stock Option	\$ 26.73		07/28/2015	M				1,900 09/21/2012	09/21/2021	Common Stock	1,900
Outside Director Stock Options	\$ 33.39		07/28/2015	M				1,900 09/18/2013	09/18/2022	Common Stock	1,900
Outside Director Stock Options	\$ 30.56		07/28/2015	M				1,700 09/18/2014	09/18/2023	Common Stock	1,700
Outside Director Stock Options	\$ 36.41		07/28/2015	M				4,100 05/30/2006	09/21/2015	Common Stock	4,100
Outside Director Stock Options	\$ 30.08		07/28/2015	M				3,804 09/20/2007	09/20/2016	Common Stock	3,804

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIES JOHN L C/O CORPORATE SECRETARY, SCHOLASTIC CORP 557 BROADWAY NEW YORK, NY 10012	X			

## Signatures

John L. Davies, 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).

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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