

SCHOLASTIC CORP  
Form 4  
April 25, 2017

**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)  
**04/21/2017**

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	04/21/2017		M		14,865 (1)	A	\$ 36.21 4,363,261 D
Class A Stock	04/21/2017		J		14,865 (2)	D	\$ 36.21 4,348,396 D
Common Stock	04/21/2017		J		14,865 (2)	A	\$ 36.21 4,363,261 D
Common Stock	04/21/2017		S		14,865 (3)	D	\$ 43.827 4,348,396 D
	04/21/2017		M			A	\$ 36.21 4,354,863 D

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Class A Stock					6,467 (1)				
Class A Stock	04/21/2017		J		6,467 (2)	D	\$ 36.21	4,348,396	D
Common Stock	04/21/2017		J		6,467 (2)	A	\$ 36.21	4,354,863	D
Common Stock	04/21/2017		S		6,467	D	\$ 43.759 (4)	4,348,396	D
Class A Stock	04/24/2017		M		3,510 (5)	A	\$ 27.93	4,351,906	D
Class A Stock	04/24/2017		J		3,510 (2)	D	\$ 27.93	4,348,396	D
Common Stock	04/24/2017		J		3,510 (2)	A	\$ 27.93	4,351,906	D
Common Stock	04/24/2017		S		3,510	D	\$ 43.71 (6)	4,348,396	D
Class A Stock	04/25/2017		M		73,839 (5)	A	\$ 27.93	4,422,235	D
Class A Stock	04/25/2017		J		73,839 (2)	D	\$ 27.93	4,348,396	D
Common Stock	04/25/2017		J		73,839 (2)	A	\$ 27.93	4,422,235	D
Common Stock	04/25/2017		S		73,839	D	\$ 43.476 (7)	4,348,396 (8) (9)	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) (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. P Der Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or



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- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.70-\$43.74, 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 (6) to this Form 4.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.40-\$43.51, 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 (7) to this Form 4.
- (8) Includes 742 shares purchased by the reporting person since the last filing under the Scholastic Corporation 401(k)Plan.
- (9) See Exhibit 99.1.
- (10) Employee stock options vest ratably over a four year period beginning with the first anniversary after the date of grant.

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