

SCHOLASTIC CORP

Form 4

July 31, 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 \*  
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)  
07/29/2015

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/29/2015		S		307	D \$ 43	5,649 D
Common Stock	07/29/2015		M		100	A \$ 26.73	5,749 D
Common Stock	07/29/2015		S		300	D \$ 43	5,449 D
Common Stock	07/29/2015		M		100	A \$ 36.41	5,549 D
Common Stock	07/29/2015		M		100	A \$ 30.08	5,649 D

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Common stock	07/30/2015	S	4,397	D	\$ 43.012 (1)	1,252	D
Common Stock	07/30/2015	M	1,000	A	\$ 36.21	2,252	D
Common Stock	07/30/2015	M	966	A	\$ 27.93	3,218	D
Common Stock	07/30/2015	M	900	A	\$ 24.54	4,118	D
Common Stock	07/30/2015	M	966	A	\$ 25.61	5,084	D
Common Stock	07/30/2015	M	900	A	\$ 26.73	5,984	D
Common Shares	07/30/2015	M	1,017	A	\$ 33.39	7,001	D
Common Stock	07/30/2015	M	946	A	\$ 30.56	7,947	D
Common Stock	07/30/2015	M	1,500	A	\$ 36.41	9,447	D
Common Stock	07/30/2015	M	1,796	A	\$ 30.08	11,243	D
Common Stock	07/30/2015	S	1,000	D	\$ 43.024 (2)	10,243	D
Common Stock	07/30/2015	S	966	D	\$ 43.028 (3)	9,277	D
Common Stock	07/30/2015	S	900	D	\$ 43.044 (4)	8,377	D
Common Stock	07/30/2015	S	966	D	\$ 43.052 (5)	7,411	D
Common Stock	07/30/2015	S	900	D	\$ 43.04 (5)	6,511	D
Common Stock	07/30/2015	S	1,017	D	\$ 43.055 (5)	5,494	D
Common Stock	07/30/2015	S	946	D	\$ 43.039 (3)	4,548	D
	07/30/2015	S	1,500	D		3,048	D

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Common Stock					\$ 43.052 (4)		
Common Stock	07/30/2015	S	1,796	D	\$ 43.041 (6)	1,252	D

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

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SEC 1474  
(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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Outside Director Stock Options	\$ 26.73	07/29/2015		M		100		09/21/2012	09/21/2021	Common Stock	100
Outside Director Stock Options	\$ 36.41	07/29/2015		M		100		05/30/2006	09/21/2015	Common Stock	100
Outside Director Stock Options	\$ 30.08	07/29/2015		M		100		09/20/2007	09/20/2016	Common Stock	100
Outside Director Stock Options	\$ 36.21	07/30/2015		M		1,000		09/19/2008	09/19/2017	Common Stock	1,000
Outside Director Stock	\$ 27.93	07/30/2015		M		966		09/24/2009	09/24/2018	Common Stock	966

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Option									
Outside Director Stock Options	\$ 24.54	07/30/2015	M	900	09/23/2010	09/23/2019	Common Stock	900	
Outside Director Stock Options	\$ 25.61	07/30/2015	M	966	09/22/2011	09/22/2020	Common Stock	966	
Outside Director Stock Options	\$ 26.73	07/30/2015	M	900	09/21/2012	09/21/2021	Common Stock	900	
Outside Director Stock Options	\$ 33.39	07/30/2015	M	1,017	09/18/2013	09/19/2022	Common Stock	1,017	
Outside Director Stock Options	\$ 30.56	07/30/2015	M	946	09/18/2014	09/18/2023	Common Stock	946	
Outside Director Stock Options	\$ 36.41	07/30/2015	M	1,500	05/30/2006	09/21/2015	Common Stock	1,500	
Outside Director Stock Options	\$ 30.08	07/30/2015	M	1,796	09/20/2007	09/20/2016	Common Stock	1,796	

## 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 07/31/2015

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.13, 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 (1) 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 \$43.00 to \$43.05, 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.12, 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.18, 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 (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.17, 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 (5) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.16, 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.

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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