

SCHOLASTIC CORP

Form 4

July 11, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
OCONNELL MAUREEN

(Last) (First) (Middle)

C/O CORP. 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)
07/07/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)

EVP, CAO & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/07/2016		M		6,000	A \$ 22.81 51,818	D
Common Stock	07/07/2016		S		6,000 (1)	D \$ 40 45,818	D
Common Stock	07/07/2016		M		4,909	A \$ 28.18 50,727	D
Common Stock	07/07/2016		S		4,909 (1)	D \$ 40 45,818	D
Common Stock	07/07/2016		M		23,289	A \$ 30.17 69,107	D

Edgar Filing: SCHOLASTIC CORP - Form 4

Common Stock	07/07/2016	S	<u>23,289</u> (1)	D	\$ 40	45,818	D	
Common Stock	07/08/2016	M	12,856	A	\$ 28.18	58,674	D	
Common Stock	07/08/2016	S	<u>12,856</u> (1)	D	\$ (2) 40.002	45,818	D	
Common Stock	07/11/2016	M	9,472	A	\$ 28.18	55,290	D	
Common Stock	07/11/2016	S	<u>9,472</u> (1)	D	\$ 40	45,518	D	
Common Stock						25	I	By son, as custodian

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.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.81	07/07/2016		M		6,000		<u>(3)</u>	08/27/2020	Common Stock	6,000
Employee stock option (right to buy)	\$ 28.18	07/07/2016		M		4,909		<u>(3)</u>	10/07/2021	Common Stock	4,909
Employee stock option	\$ 30.17	07/07/2016		M		23,289		<u>(3)</u>	09/17/2023	Common Stock	23,289

(right to
buy)

Employee

stock

option

\$ 28.18

07/08/2016

M

12,856

(3)

10/07/2021

Common
Stock

12,856

(right to
buy)

Employee

stock

option

\$ 28.18

07/11/2016

M

9,472

(3)

10/07/2021

Common
Stock

9,472

(right to
buy)

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

O'CONNELL MAUREEN
C/O CORP. SECRETARY- SCHOLASTIC CORP
557 BROADWAY
NEW YORK, NY 10012

EVP, CAO & CFO

Signatures

Maureen O'Connell, by Teresa M Connelly, Esq.,
Attorney-in-fact

07/11/2016

 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) Sales were made pursuant to a 10b5-1 plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.04, 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) 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.