Watts Peter Form 3 December 16, 2005

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

**OMB APPROVAL** 

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person \*

Watts Peter

(Last)

(First) (Middle)

Statement

(Month/Day/Year)

12/15/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

SCHOLASTIC CORP [SCHL]

4. Relationship of Reporting Person(s) to Issuer

Director

\_X\_\_ Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O CORPORATE SECRETARY, SCHOLASTIC CORP. 557 BROADWAY

(Street)

(Check all applicable)

SVP, Human Resources

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10012

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

Exercisable

3. Title and Amount of Securities Underlying **Derivative Security** 

4. 5. Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4) Expiration

Date

Title

Amount or Number of Derivative Security

Price of

Derivative

Security:

Direct (D)

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Shares or Indirect (I) (Instr. 5)

**Employee Stock Option** Common  $\hat{\mathbf{A}}$  (1) 12/14/2015 Â 25,000 \$ 33.96 D (right to buy) Stock

## **Reporting Owners**

**Relationships** Reporting Owner Name / Address Director 10% Owner Officer Other C/O CORPORATE SECRETARY, SCHOLASTIC CORP Â Â SVP, Human Resources Â 557 BROADWAY

**Signatures** 

NEW YORK, NYÂ 10012

Watts Peter

Teresa M. Connelly, 12/16/2005 Attorney-in-fact

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 5(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) Vests annually in four equal installments beginning on the first anniversary of the grant date.

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.

Reporting Owners 2