SCHOLASTIC CORP

Form 4

September 05, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * OCONNELL MAUREEN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last) (First)

(Middle)

(Zip)

SCHOLASTIC CORP [SCHL]

Director

10% Owner

C/O CORP. SECRETARY-SCHOLASTIC CORP, 557

BROADWAY

(City)

3. Date of Earliest Transaction

(Month/Day/Year) 09/03/2013

X_ Officer (give title below)

Other (specify

EVP, CAO & CFO

(Street)

(State)

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

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

NEW YORK, NY 10012

Tubic 1 Tion Delivative Securities required, Disposed of, or Delivationary 6 wheat									
		3.			•	5. Amount of	6.	7. Nature of	
(Month/Day/Year)	,	. ,					Indirect		
	,		(Instr. 3, 4 and 5) (A) or			•		Beneficial	
	(Month/Day/Year)	(Instr. 8)					` '	Ownership	
						Following	Indirect (I)	(Instr. 4)	
				(4)		Reported	(Instr. 4)		
						Transaction(s)			
						(Instr. 3 and 4)			
		Code V	Amount	(D)	Price	(======================================			
00/02/2012		3.6	10,919		\$	62.001	ъ		
09/03/2013		M	(1)	Α	30.63	62,991	D		
			<u> </u>		30.03				
09/03/2013		F	5,375 ₍₁₎	D	\$ 30.63	57,616	D		
	(Month/Day/Year) 09/03/2013	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 09/03/2013	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) Code V 09/03/2013 M	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 3) Code V Amount 10,919 M 10,919 (1) 5,375	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) 2. Transaction Date (A) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) Code V Amount (D) Price (D) (1) (1) (1) (1) (1) (1) (1) (2) (1) (2) (3) (2) (3) (4) (4) (5) (5) (6) (6) (1) (6) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 2. Transaction Date (A) (Downed Following Reported Transaction(S) (Instr. 8) 2. Transaction Date (Month/Day/Year) 3.	2. Transaction Date (Month/Day/Year) 2A. Deemed (Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) (A)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable Date (Month/Day/Year)	•	7. Title and Amo Underlying Secur (Instr. 3 and 4)	
			Code V	,	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Units	\$ 16.9	09/03/2013	M	10,919	09/01/2013(1)	09/01/2013(1)	Common Stock	10

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OCONNELL 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
09/05/2013

**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).

Restricted stock units ("RSUs") acquired by the reporting person on 9/1/10 under the MSPP in lieu of cash bonus; converted into shares of Common Stock on a one-for-one basis on 9/3/2013, the first business day after expiration of the deferral period selected by the reporting person. RSU price is equal to 75% of the lowest closing price for the underlying Common Stock in the fiscal quarter ended August 31, 2010.

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.

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