**BARGE JAMES W** Form 4

September 20, 2012

# FORM 4

subject to

Section 16.

Form 4 or

obligations

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer

#### 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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BARGE JAMES W** 

(First)

(State)

2. Issuer Name and Ticker or Trading

Issuer

Symbol

(Middle)

SCHOLASTIC CORP [SCHL]

(Check all applicable)

C/O CORP. SECRETARY.

3. Date of Earliest Transaction

(Month/Day/Year) 09/19/2012

X\_ Director 10% Owner Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

SCHOLASTIC CORP. 557 **BROADWAY** 

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

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

NEW YORK, NY 10012

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Reported (A) Transaction(s) or

(Instr. 3 and 4) Price

(1)

Common Stock

09/19/2012

Code V Amount (D)

838 (1) A

6,838

D

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

A

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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)

#### Edgar Filing: BARGE JAMES W - Form 4

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
Outside Director stock option (right to buy)	\$ 33.39	09/19/2012		A	4,523	09/18/2013	09/19/2022	Common Stock	4,523

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BARGE JAMES W C/O CORP. SECRETARY, SCHOLASTIC CORP 557 BROADWAY NEW YORK, NY 10012	X					

### **Signatures**

James W. Barge, by Teresa M. Connelly, Attorney-in-fact

09/20/2012

\*\*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) Represents a grant of restricted stock units under the Amended and Restated Scholastic Corporation 2007 Outside Directors Stock Incentive Plan, all of which are scheduled to vest on September 18, 2013.

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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