SCHOLASTIC CORP

Form 4/A August 16, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 2005

Number: 3235-0287

January 31,

OMB APPROVAL

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Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person **
OLIVER AUGUSTUS K

2. Issuer Name **and** Ticker or Trading Symbol

SCHOLASTIC CORP [SCHL]

Issuer

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

09/19/2012

(Check all applicable)

5. Relationship of Reporting Person(s) to

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

C/O CORPORATE SECRETARY, SCHOLASTIC CORP, 557 BROADWAY

(State)

(Street) 4. If Amendment, Date Original

(Zip)

Filed (Month/Day/Year)

09/20/2012

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

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)

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

5. Amount of Securities Form: D
Beneficially (D) or Owned Indirect Following (Instr. 4)
Reported

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

(A) or

Transaction(s)
or
(Instr. 3 and 4)

Code V Amount (D) Price

Common 09/19/2012 Stock

A $\frac{1,257}{(1)(2)}$ A $\frac{\$ 0}{(1)}$

12,631 (2) 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)

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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. Transactic Code (Instr. 8)	5. Number proof 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	3,017 (2)	09/18/2013	09/19/2022	Common Stock	3,017

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
OLIVER AUGUSTUS K C/O CORPORATE SECRETARY, SCHOLASTIC CORP 557 BROADWAY NEW YORK, NY 10012	X				

Signatures

Augustus K. Oliver, by Teresa M. Connelly, Attorney-in-fact

08/15/2013

Date

**Signature of Reporting Person

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.
- (2) This amendment is being filed to correct the amounts of each award, which were incorrectly calculated and reported due to a clerical error

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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