#### SCHOLASTIC CORP

Form 4

August 29, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* OCONNELL MAUREEN

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

SCHOLASTIC CORP [SCHL]

(Check all applicable)

C/O CORP. SECRETARY-SCHOLASTIC CORP. 557

**BROADWAY** 

(City)

1. Title of

Security

(Instr. 3)

3. Date of Earliest Transaction

(Month/Day/Year) 08/27/2013

Director X\_ Officer (give title

10% Owner Other (specify

below)

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

NEW YORK, NY 10012

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

3. Code (Month/Day/Year)

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

(A)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned **Following** 

Reported

52,072

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

(Instr. 4)

Transaction(s)

Common 08/27/2013 Stock

Code V Amount (D) Price \$ 1,150 F D 29.93 (1)

(Instr. 3 and 4)

D

I

By minor

Common Stock

25

(1)

son, as custodian

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

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SEC 1474 (9-02)

### Edgar Filing: SCHOLASTIC CORP - Form 4

#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Expiration Exercisable Date	Expiration	m: .1	or		
							Title Number				
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

### **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

08/29/2013

\*\*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).
- (1) Represents shares withheld to cover taxes owed upon the vesting of 3,000 restricted stock units.

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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