## Edgar Filing: SCHOLASTIC CORP - Form 4

SCHOLAST	IC CORP									
Form 4	016									
August 04, 2	ГЛ									
	s box (er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 6. 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 20(b) of the Investment Company Act of 1940								3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).									January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type F	Responses)									
1. Name and A HEDDEN A	er Name and Ticker or Trading LASTIC CORP [SCHL]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	DRATE SECRETA	(Month/D	3. Date of Earliest Transaction Month/Day/Year) 08/03/2016				X Director 10% Owner X Officer (give title Other (specify below) below) EVP, General Counsel			
NEW YORI	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
		7. \					Person			
(City) 1.Title of Security (Instr. 3)	(State) (3 2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	at I - Non-Derivative Securities Account3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)			cquired d of	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
Common Stock	08/03/2016		Code V F	Amount 1,122 (1)	(A) or (D) D	Price \$ 40.8	Following Reported Transaction(s) (Instr. 3 and 4) 26,699	(Instr. 4) D	(Instr. 4)	
Common Stock				_			2,000	I	In IRA	

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) ve es d		Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships					
FB	Director	10% Owner	Officer	Other			
HEDDEN ANDREWS S C/O CORPORATE SECRETARY, SCHOLASTIC CORP 557 BROADWAY NEW YORK, NY 10012	Х		EVP, General Counsel				
Signatures							
Andrew S. Hedden, by Teresa M. Connelly, Attorney-in-fact	08/	04/2016					
<u>**</u> 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 2,721 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.