Lucchese Iole Form 4 September 24, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

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2005

0.5

response...

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Check this box

Form 5 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 * Lucchese Iole

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

(Zip)

SCHOLASTIC CORP [SCHL] 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

C/O CORPORATE SECRETARY, SCHOLASTIC CORP, 557 **BROADWAY**

(First)

09/20/2018

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

EVP, Chief Strategy Officer

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(2)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10012

(City)

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities A on(A) or Dispose (Instr. 3, 4 and	ed of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
		Code V	(A) or Amount (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/20/2018	F	212 (1) D	42.73 (1)	28,835	D	
Common Stock	09/21/2018	F	191 <u>(2)</u> D	\$ 43.12	28,644	D	

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

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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. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(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)						
									Amount		
									Amount		
						Date	Expiration		or Namel		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Lucchese Iole C/O CORPORATE SECRETARY, SCHOLASTIC CORP 557 BROADWAY

EVP, Chief Strategy Officer

Other

Officer

Signatures

NEW YORK, NY 10012

Iole Lucchese, by Teresa M. Connelly, Attorney-in-fact

09/24/2018

Director 10% Owner

**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 670 restricted stock units.
- (2) Represents shares withheld to cover taxes owed upon the vesting of 602 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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