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SCHOLASTIC CORP  
Form 8-K  
December 10, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K  
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CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 10, 2004

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SCHOLASTIC CORPORATION  
(Exact Name of Registrant as Specified in Charter)

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DELAWARE                                      000-19860                                      13-3385513  
(State or Other Jurisdiction                      (Commission                                      (I.R.S. Employer  
of Incorporation)                      File Number)                                      Identification No.)

557 BROADWAY, NEW YORK,                                      10012  
NEW YORK                                      (Zip Code)  
(Address of Principal Executive Offices)

(212) 343-6100  
(Registrant's telephone number, including area code)

(Former Name or Former address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of the  
following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17  
CFR 230.425)
- Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17  
CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the  
Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.04 TEMPORARY SUSPENSION OF TRADING UNDER REGISTRANT'S EMPLOYEE BENEFITS

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PLANS.

On December 10, 2004, Scholastic Corporation ("Scholastic") sent a notice to its executive officers and directors informing them that a blackout period with respect to the Scholastic Corporation 401(k) Savings and Retirement Plan (the "401(k) Plan") will begin at 3:00 p.m. Eastern time on December 28, 2004 and end during the week of January 9, 2005. A copy of the notice, which includes the information specified in Rule 104(b) of Regulation BTR, is attached as Exhibit 99.1 hereto and is incorporated herein by reference. The blackout period is being implemented in connection with the change of the recordkeeper and administrator of the 401(k) Plan.

Security holders or other interested persons may obtain information about the actual beginning and ending dates of the 401(k) Plan blackout period, without charge, by contacting Teresa Connelly, Assistant Secretary, in writing at Scholastic Corporation, 557 Broadway, New York, New York 10012, either during the blackout period or for a period of two years after the ending date of the blackout period.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

- (a) NOT APPLICABLE
- (b) NOT APPLICABLE
- (c) THE FOLLOWING EXHIBIT IS FILED AS PART OF THIS REPORT:

Notice pursuant to Regulation BTR, dated December 10, 2004, is filed as Exhibit 99.1.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 10, 2004

SCHOLASTIC CORPORATION  
(Registrant)

By: /s/Mary A. Winston

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Name: Mary A. Winston  
Title: Executive Vice President and Chief  
Financial Officer

EXHIBIT INDEX

NUMBER  
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EXHIBIT  
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99.1 Notice pursuant to Regulation BTR, dated December 10, 2004.