

SCHOLASTIC CORP
Form 4
August 02, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIS CHARLES T

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10012

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SCHOLASTIC CORP [SCHL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	07/29/2005		M		6,000 A \$ 34.405	D	
Common Stock	07/29/2005		M		6,000 A \$ 17.875	D	
Common Stock	07/29/2005		S		10,000 D \$ 37.447	D	
Common Stock	07/29/2005		M		6,000 A \$ 28.47	D	12,871
Common Stock	07/29/2005		M		6,000 A \$ 30.385	D	18,871

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Common Stock	07/29/2005	M	1,000	A	\$ 30.88	19,871	D	
Common Stock	07/29/2005	S	15,000	D	\$ 37.043	4,781	D	
Common Stock	08/01/2005	M	5,000	A	\$ 30.88	9,781	D	
Common Stock	08/01/2005	S	5,000	D	\$ 37.25	4,781	D	
Common Stock						4,000	I	By Harris Capital Partners L.P.
Common Stock						1,000	I	By the Charles T. Harris, Jr. Trust
Common Stock						200	I	By son
Common Stock						200	I	By son

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of 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)	8. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Outside Director Stock Option	\$ 34.405	07/29/2005		M	6,000	09/17/1997	09/17/2006	Common Stock	6,000

(right to buy)										
Outside Director Stock Option (right to buy)	\$ 17.875	07/29/2005	M	6,000	01/07/1999	01/07/2008	Common Stock	6,000		
Outside Director Stock Option (right to buy)	\$ 28.47	07/29/2005	M	6,000	01/07/2000	01/07/2009	Common Stock	6,000		
Outside Director Option (right to buy)	\$ 30.385	07/29/2005	M	6,000	01/07/2001	01/07/2010	Common Stock	6,000		
Outside Director (right to buy)	\$ 30.88	07/29/2005	M	1,000	09/23/2004	09/23/2013	Common Stock	6,000		
Outside Director stock option (right to buy)	\$ 30.88	08/01/2005	M	5,000	09/23/2004	09/23/2013	Common Stock	5,000		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS CHARLES T C/O CORPORATE SECRETARY SCHOLASTIC CORPORATION 557 BROADWAY NEW YORK, NY 10012	X			

Signatures

Teresa M. Connelly,
Attorney-in-fact

08/02/2005

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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