

ROBINSON RICHARD  
Form 4  
April 12, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**ROBINSON RICHARD**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/10/2018**

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

CEO, Chairman and President

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

(Street)

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

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

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

**NEW YORK, NY 10012**

(City) (State) (Zip)

**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)
Class A Stock	04/10/2018		M	(A) V Amount (D) Price 27,099 (1) A \$ 27.93	4,382,127	D	
Class A Stock	04/10/2018		J	27,099 (2) D \$ 27.93	4,355,028	D	
Common Stock	04/10/2018		J	27,099 (2) A \$ 27.93	4,382,127	D	
Common Stock	04/10/2018		S	\$ 39.92 (3) D	4,380,436	D	
	04/10/2018		S	25,408 D	4,355,028	D	

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Common Stock						\$ 39.34 (4)		
Class A Stock	04/11/2018	M	39,047 (1)	A	\$ 27.93	4,394,075	D	
Class A Stock	04/11/2018	J	39,047 (2)	D	\$ 27.93	4,355,028	D	
Common Stock	04/11/2018	J	39,047 (2)	A	\$ 27.93	4,394,075	D	
Common Stock	04/11/2018	S	39,047	D	\$ 39.63 (5)	4,355,028	D	
Class A Stock	04/12/2018	M	17,714 (1)	A	\$ 27.93	4,372,742	D	
Class A Stock	04/12/2018	J	17,714 (2)	D	\$ 27.93	4,355,028	D	
Common Stock	04/12/2018	J	17,714 (2)	A	\$ 27.93	4,372,742	D	
Common Stock	04/12/2018	S	17,714	D	\$ 39.92 (6)	4,355,028 (7)	D	

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. P... Der... Sec... (Ins...)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to	\$ 27.93	04/10/2018		M	27,099	(8)	09/24/2018	Class A Stock	27,099



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(7) See Exhibit 99.1 for a summary of holdings.

(8) Employee stock options vest ratably over a four year period beginning with the first anniversary after the date of grant.

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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