## Edgar Filing: SCHOLASTIC CORP - Form 4

Form 4											
				RITIES AND EXCHANGE COMMISSION ashington, D.C. 20549					OMB APPROVAL OMB 3235-0287 Number:		
Check thi if no long subject to Section 14 Form 4 of Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed p Section 1	oursuant to S 7(a) of the	DF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section ) of the Investment Company Act of 1940						January 31, Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type R	Responses)										
BARGE JAMES W Symbo			Symbol	ssuer Name <b>and</b> Ticker or Trading ool IOLASTIC CORP [SCHL]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(N			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 09/21/2016				Officer (give title 0ther (specify below) below)			
				ndment, Date Original nth/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 Person</li> </ul>			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	n Date, if	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	(A) or	d of (D) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	09/21/2016			А	1,089 (1)	A	\$ 38.56 (1)	11,936	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: SCHOLASTIC CORP - Form 4

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. Transacti Code (Instr. 8)	5. Number on f 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. H Der Sec (In:
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Outside Director stock option (right to buy)	\$ 38.56	09/21/2016		А	2,112	(2)	09/21/2026	Common Stock	2,112	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1 0	Director	10% Owner	Officer	Other	
BARGE JAMES W C/O CORP. SECRETARY, SCHOLASTIC CORP 557 BROADWAY NEW YORK, NY 10012	Х				
Signatures					
James W. Barge, by Teresa M. Connelly, Attorney-in-fact		09/23/2016	<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).

Represents a grant of restricted stock units under the Amended and Restated Scholastic Corporation Outside Directors Stock Incentive(1) Plan, all of which are scheduled to vest on the earlier of September 21, 2017 or the date of the Company's 2017 annual stockholder meeting.

(2) The stock options are scheduled to vest on the earlier of September 21, 2017 or the date of the Company's 2017 annual stockholder meeting.

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.