

SCHOLASTIC CORP  
 Form 4  
 April 07, 2008

**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 \*  
**SPAULDING RICHARD METCALF**

(Last) (First) (Middle)

**C/O CORPORATE SECRETARY,  
 SCHOLASTIC CORP, 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)  
**04/04/2008**

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/04/2008		M	3,560 A \$ 29.84	164,320	D	
Common Stock	04/04/2008		F	1,153 D \$ 29.84	163,137	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. Price or Value of Underlying Securities (Instr. 3 and 4)	9. Amount or Number of Shares
Restricted Stock Units <sup>(1)</sup>	<u>(1)</u>	04/04/2008		M	1,453 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	Common Stock	1,453 <u>(1)</u>	\$ 1 (1)
Restricted Stock Units	<u>(2)</u>	04/04/2008		M	2,107	<u>(2)</u> <u>(2)</u>	Common Stock	2,107 <u>(2)</u>	\$ 2 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPAULDING RICHARD METCALF C/O CORPORATE SECRETARY, SCHOLASTIC CORP 557 BROADWAY NEW YORK, NY 10012	X			

## Signatures

Richard M. Spaulding by Teresa M. Connelly,  
Attorney-in-fact

04/07/2008

\_\_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) Restricted stock units ("RSUs") acquired by the reporting person under the Scholastic Corporation Management Stock Purchase Plan (the "MSPP") in lieu of cash bonus; which were scheduled to be converted automatically into shares of Common Stock on a one-for-one basis upon expiration of the deferral period selected by the reporting person. Price is equal to 75% of the lowest closing price for the underlying Common Stock in the fiscal quarter ended August 31, 2006. The vesting of the RSUs was accelerated due to retirement of the reporting person and the RSUs were converted into Common Stock on April 4, 2008.

quot;RSUs" acquired by the reporting person under the quot;MSPP" in lieu of cash bonus; which were scheduled to be converted automatically into shares of Common Stock on a one-for-one basis upon expiration of the deferral period selected by the reporting person.

(2) Price is equal to 75% of the lowest closing price for the underlying Common Stock in the fiscal quarter ended August 31, 2005. The vesting of the RSUs was accelerated due to retirement of the reporting person and the RSUs were converted into Common Stock on April 4, 2008.

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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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