### SCHOLASTIC CORP

Form 4

September 23, 2016

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

OMB

Check this box if no longer

subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 Number: January 31, Expires:

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**OMB APPROVAL** 

Estimated average burden hours per

response...

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Alonso Andres A

5. Relationship of Reporting Person(s) to Issuer

SCHOLASTIC CORP [SCHL]

Symbol

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year) 09/21/2016

X\_ Director 10% Owner Officer (give title Other (specify

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

(Street)

(State)

09/21/2016

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

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

NEW YORK, NY 10012

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

Common

Stock

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Reported

\$ 1,089 Α 38.56 2,053 D (1) (1)

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

## Edgar Filing: SCHOLASTIC CORP - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Outside Director stock option (right to buy)	\$ 38.56	09/21/2016		A	2,112	(2)	09/21/2026	Common Stock	2,112	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
reporting of the France Frances	Director	10% Owner	Officer	Other	
Alonso Andres A C/O CORPORATE SECRETARY, SCHOLASTIC CORPORATION, 557 BROADWAY NEW YORK, NY 10012	X				

## **Signatures**

Andres Alonso, by Teresa M. Connelly, Esq., Attorney-in-fact

09/23/2016

\*\*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.

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