

NEWMAN JUDITH

Form 4

September 06, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NEWMAN JUDITH

(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)
09/01/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EVP, President Book Clubs

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	09/01/2011		M	(A) or (D) Amount 6,836 (1) Price \$ 26.85	36,276	D	
Common Stock	09/01/2011		F	(A) or (D) Amount 2,377 (1) Price \$ 26.85	33,899	D	
Common Stock	09/01/2011		M	(A) or (D) Amount 813 (2) Price \$ 26.85	34,712	D	
Common Stock	09/01/2011		F	(A) or (D) Amount 283 (2) Price \$ 26.85	34,429	D	
Common Stock	09/02/2011		M	(A) or (D) Amount 2,267 (3) Price \$ 25.89	36,696	D	

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Common Stock 09/02/2011 F 789 ⁽³⁾ D \$ 25.89 35,907 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	09/01/2011		M	6,836	09/01/2005 09/01/2011	Common Stock 6,836 <u>(1)</u>
Restricted Stock Units	<u>(2)</u>	09/01/2011		M	813	09/01/2004 09/01/2011	Common Stock 813 <u>(2)</u>
Restricted Stock Units	<u>(3)</u>	09/02/2011		M	2,267	09/02/2011 09/02/2011	Common Stock 2,267 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address

NEWMAN JUDITH
C/O CORPORATE SECRETARY, SCHOLASTIC
CORP
557 BROADWAY
NEW YORK, NY 10012

Relationships

Director 10% Owner Officer Other

EVP, President Book Clubs

Signatures

Judith Newman, by Teresa M. Connelly,
Attorney-in-fact

09/06/2011

__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 on 9/1/2002 under the MSPP in lieu of cash bonus; converted into shares of Common Stock on a one-for-one basis on 9/1/2011 upon expiration of the deferral period selected by the reporting person. RSU price is equal to 75% of the lowest closing price for the underlying Common Stock in the fiscal quarter ended August 31, 2002.

(2) Restricted stock units ("RSUs") acquired by the reporting person on 9/1/2001 under the MSPP in lieu of cash bonus; converted into shares of Common Stock on a one-for-one basis on 9/1/2011 upon expiration of the deferral period selected by the reporting person. RSU price is equal to 75% of the lowest closing price for the underlying Common Stock in the fiscal quarter ended August 31, 2001.

(3) Restricted stock units ("RSUs") acquired by the reporting person on 9/2/2008 under the MSPP in lieu of cash bonus; converted into shares of Common Stock on a one-for-one basis on 9/2/2011 upon expiration of the deferral period selected by the reporting person. RSU price is equal to 75% of the lowest closing price for the underlying Common Stock in the fiscal quarter ended August 31, 2008.

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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