ROBINSON RICHARD
Form SC 13G/A
February 14, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 16)***

**Scholastic Corporation**

**(Name of Issuer)**

**Common Stock, par value $.01 per share**

**(Title of Class of Securities)**

**807066105**

**(CUSIP Number)**

**December 31, 2011**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

¨ Rule 13d-l(b)

¨ Rule 13d-1(c)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**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.**

CUSIP No. 807066105

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Richard Robinson

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨

(b) ¨

3. SEC Use Only

4. Citizenship or Place of Organization.

United States

| | | |
|---|---|---|
| Number of Shares Beneficially by Owned by Each Reporting Person | 5. | Sole Voting Power<br><br>3,199,865 |
| | 6. | Shared Voting Power<br><br>2,803,900 |
| | 7. | Sole Dispositive Power<br><br>3,199,865 |

With:

8. Shared Dispositive Power

2,803,900

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,003,765

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ¨

11. Percent of Class Represented by Amount in Row (9)

18.5%

12. Type of Reporting Person (See Instructions)

IN

**Item 1.**

(a) Name of Issuer: Scholastic Corporation

(b) Address of Issuer s Principal Executive Offices

557 Broadway

New York, NY 10012

**Item 2.**

(a) Name of Person Filing:

Richard Robinson

(b) Address of Principal Business Office or, if none, Residence

c/o Corporate Secretary, Scholastic Corporation, 557 Broadway, New York NY 10012

(c) Citizenship
USA

(d) Title of Class of Securities:

Common, $.01 par value

(e) CUSIP Number
807066105

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.134-2(b) or (c), check whether the person filing is a:**
Not applicable.

(a) ¨ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ¨ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ¨ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ¨ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) ¨ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) ¨ An employee benefit plan or endowment fund in accordance with §240.13d-l(b)(1)(ii)(F);

(g) ¨ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) ¨ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ¨ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ¨ Group, in accordance with §240.13d-l(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 6,003,765 (see note to Item 4(a)).

(b) Percent of class: 18.5%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 3,199,865.

(ii) Shared power to vote or to direct the vote 2,803,900.

(iii) Sole power to dispose or to direct the disposition of 3,199,865.

(iv) Shared power to dispose or to direct the disposition of 2,803,900.

Note to

Item 4(A): Includes (A) 890,904 shares of Common Stock which are receivable upon conversion of 890,904 shares of Class A Stock, par value $.01 per share, owned by Richard Robinson and (B) 28,191 shares of Common Stock owned by the Richard Robinson Charitable Fund as to which Mr. Robinson disclaims beneficial ownership. Also includes shares owned by (C) the Trust under the Will of Maurice R. Robinson (the Maurice R. Robinson Trust ), as follows: (i) 1,683,092 shares of Common Stock and (ii) 648,620 shares of Common Stock which are receivable upon conversion of 648,620 shares of Class A Stock, par value $.01 per share, and (D) the Trust under the Will of Florence L. Robinson (the Florence L. Robinson Trust ), as follows: (i) 350,000 shares of Common Stock and (ii) 116,676 shares of Common Stock which are receivable upon conversion of 116,676 shares of Class A Stock, par value $.01 share. Richard Robinson, Barbara Robinson Buckland, Florence Robinson Ford, Mary Sue Robinson Morrill and William W. Robinson, who are all siblings, and Andrew S. Hedden are trustees of the Maurice R. Robinson Trust, with shared voting and investment power with respect to the shares of Common Stock and Class A Stock owned by the Maurice R. Robinson Trust, and Richard Robinson and Mary Sue Robinson Morrill are trustees of the Florence L. Robinson Trust, with shared voting and investment power with respect to the shares of Common Stock and Class A Stock owned by the Florence L. Robinson Trust and (E) 1,436,500 shares of Common Stock which are receivable upon conversion of 1,436,500 shares of Class A stock issuable under options to acquire Class A Stock held by Mr. Robinson. The shares of Class A Stock are convertible into shares of Common Stock, at any time at the option of the holder thereof, on a share-for-share basis. Also includes: (F) 624,506 shares held directly; (G) 18,894 shares of Common Stock for which Mr. Robinson is custodian under a separate custodial account for one of his sons, (H) 7,520 shares of Common Stock with respect to which Mr. Robinson had voting rights at December 31, 2011 under the Scholastic 401(k) Savings and Retirement Plan; (I) stock options issued to Mr. Robinson under which he has the right to acquire up to 68,350 shares of Common Stock and (J) 5,512 shares of Common Stock owned directly by his sons.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ¨.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Each of the Richard Robinson Charitable Fund, the Maurice R. Robinson Trust and the Florence L. Robinson Trust has the right to receive dividends from, or the proceeds from the sale of, the shares of Common Stock and Class A Stock referred to in the Note to Item 4(a) as being owned by it. In addition, the right to receive dividends from, or the proceeds from the sale of, 18,894 shares of Common Stock accrues to Richard Robinson in his capacity as custodian under a separate custodial account for one of his sons.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

| | |
|---|---|
| Date | February 14, 2012 |
| Signature | /s/ Richard Robinson |
| Name/Title: | Richard Robinson |

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**