

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>NEWMAN JUDITH</u>  (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 <u>SCHOLASTIC CORP [ SCHL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP, President, Book Clubs</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/01/2017		M		399 <sup>(1)</sup>	A	\$39.46	14,383	D	
Common Stock	09/01/2017		F		139 <sup>(1)</sup>	D	\$39.46	14,244	D	
Common Stock	09/05/2017		M		8,331 <sup>(2)</sup>	A	\$39.34	22,575	D	
Common Stock	09/05/2017		F		4,072 <sup>(2)</sup>	D	\$39.34	18,503	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	09/01/2017		A		8,208		09/01/2020	09/01/2020	Common Stock	8,208	\$28.76	8,208	D	
Restricted Stock Units	(1)	09/01/2017		M		399		09/01/2012	09/01/2017	Common Stock	399	\$13.9	0	D	
Restricted Stock Units	(2)	09/05/2017		M		8,331		09/02/2017	09/02/2017	Common Stock	8,331	\$23.79	0	D	

**Explanation of Responses:**

- Restricted stock units ("RSUs") acquired by the reporting person on 9/1/09 under the MSPP in lieu of cash bonus; converted into shares of Common Stock on a one-for-one basis on 9/1/17, the first business day following expiration of the deferral period, 9/1/2017 (re-deferred from 9/1/2012), as 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, 2009.
- Restricted stock units ("RSUs") acquired by the reporting person on 9/2/14 under the MSPP in lieu of cash bonus; converted into shares of Common Stock on a one-for-one basis on 9/4/17, the first business day following 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, 2014.
- Acquired under the Scholastic Corporation Management Stock Purchase Plan in lieu of cash bonus; to be converted into shares of Common Stock on a one-for-one basis upon expiration of the deferral period selected by the reporting person. Vests on third anniversary of the award date. Price is equal to 75% of the lowest closing price for the underlying Common Stock in the fiscal quarter ended August 31, 2017.

Judith A. Newman, by Teresa M. Connelly, Attorney-in-fact 09/06/2017

\*\* Signature of Reporting Person Date

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

\* 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).

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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