

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 10, 2004

SCHOLASTIC CORPORATION
(Exact Name of Registrant as Specified in Charter)

DELAWARE (State or Other Jurisdiction of Incorporation)	000-19860 (Commission File Number)	13-3385513 (I.R.S. Employer Identification No.)
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557 BROADWAY, NEW YORK, NEW YORK (Address of Principal Executive Offices)	10012 (Zip Code)
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(212) 343-6100
(Registrant's telephone number, including area code)

(Former Name or Former address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17
CFR 230.425)
- Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17
CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.04 TEMPORARY SUSPENSION OF TRADING UNDER REGISTRANT'S EMPLOYEE BENEFITS
PLANS.

On December 10, 2004, Scholastic Corporation ("Scholastic") sent a notice to its executive officers and directors informing them that a blackout period with respect to the Scholastic Corporation 401(k) Savings and Retirement Plan (the "401(k) Plan") will begin at 3:00 p.m. Eastern time on December 28, 2004 and end during the week of January 9, 2005. A copy of the notice, which includes the information specified in Rule 104(b) of Regulation BTR, is attached as Exhibit 99.1 hereto and is incorporated herein by reference. The blackout period is being implemented in connection with the change of the recordkeeper and administrator of the 401(k) Plan.

Security holders or other interested persons may obtain information about the actual beginning and ending dates of the 401(k) Plan blackout period, without charge, by contacting Teresa Connelly, Assistant Secretary, in writing at Scholastic Corporation, 557 Broadway, New York, New York 10012, either during the blackout period or for a period of two years after the ending date of the blackout period.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) NOT APPLICABLE

(b) NOT APPLICABLE

(c) THE FOLLOWING EXHIBIT IS FILED AS PART OF THIS REPORT:

Notice pursuant to Regulation BTR, dated December 10, 2004, is filed as Exhibit 99.1.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 10, 2004

SCHOLASTIC CORPORATION
(Registrant)

By: /s/Mary A. Winston

Name: Mary A. Winston
Title: Executive Vice President and Chief
Financial Officer

EXHIBIT INDEX

NUMBER

EXHIBIT

99.1 Notice pursuant to Regulation BTR, dated December 10, 2004.

To: Directors and Executive Officers

From: Charles B. Deull

Re: Special Trading Restrictions related to the Scholastic Corporation 401(k) Savings and Retirement Plan Blackout Period

Date: December 10, 2004

This notice is to inform you about certain special trading restrictions applicable to you as directors and executive officers of Scholastic Corporation during the "Blackout Period" that will be in effect as a result of the transition of the recordkeeping and administrative services for the Scholastic Corporation 401(K) Savings and Retirement Plan from Putnam to Fidelity. During this period, which begins at 3:00 p.m., New York time, on December 28, 2004 and is expected to be completed during the week of January 9, 2005, participants in the 401(K) Plan will be unable to direct or diversify investments in their individual Plan accounts, change elections regarding future contributions, obtain a loan from the Plan or obtain any distribution or withdrawal from the Plan (the "401(K) Blackout Period").

Under SEC Regulation BTR, during the 401(K) Blackout Period, Scholastic's directors and executive officers are prohibited from directly or indirectly purchasing, selling, or otherwise acquiring or transferring ANY shares of Scholastic Common stock or other equity or derivative securities of Scholastic, including the exercise (cashless or otherwise) of options to acquire Scholastic stock (the "Special Trading Restrictions"). IT IS IMPORTANT TO NOTE THAT THE SPECIAL TRADING RESTRICTIONS BAR DIRECTORS AND EXECUTIVE OFFICERS FROM ENGAGING IN THESE ACTIVITIES BOTH WITHIN AND OUTSIDE THE 401(K) PLAN.

Although the Special Trading Restrictions are subject to certain exceptions, given the complexity of these rules and the short time period involved you should avoid any change in your beneficial ownership of Scholastic stock during the 401(K) Blackout Period. THEREFORE, AS A RESULT OF THE SPECIAL TRADING RESTRICTIONS, YOU MAY NOT ENGAGE IN ANY TRANSACTIONS INVOLVING SCHOLASTIC STOCK OR EXERCISE ANY OPTION TO BUY SCHOLASTIC STOCK DURING THE 401(k) BLACKOUT PERIOD WITHOUT PRIOR APPROVAL.

It is also important to note that these Special Trading Restrictions will be in place during what would normally be an open window period, which begins on Monday, December 20 (the third day after the release of our second quarter earnings, which will occur after the market closes on Wednesday, December 15). Therefore, as a result of the Special Trading Restrictions, our normal open window period will be curtailed for directors and executive officers and will only be open (1) from Monday, December 20 through 3:00 p.m. on Tuesday, December 28 (the beginning of the 401(K) Blackout Period) and (2) from the date that the 401(K) Blackout Period ends, which is expected to be during the week beginning January 9, until the close of the market on January 19.

We will notify you when the 401(K) Blackout Period ends, or if it is extended past the week of January 9, 2005. In the meantime, if you have any questions concerning this notice, or the status of the 401(K) Blackout Period or the transactions prohibited by the Special Trading Restrictions, please contact me, Paul Marcotrigiano or Teresa Connelly at 212-343-6968.