

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>ROBINSON RICHARD</u> (Last) (First) (Middle) <u>C/O CORPORATE SECRETARY, SCHOLASTIC CORP</u> <u>557 BROADWAY</u> (Street) <u>NEW YORK NY 10012</u> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, Chairman and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/13/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	04/13/2018		S		3,000 ⁽¹⁾	D	\$39.95 ⁽²⁾	25,632 ⁽³⁾	I	sale made by and shares owned by son
Common Stock	04/13/2018		M		10,000	A	\$22.81	4,371,728	D	
Common Stock	04/13/2018		S		10,000	D	\$40.05 ⁽⁴⁾	4,361,728	D	
Common Stock	04/16/2018		M		20,000	A	\$22.81	4,381,728	D	
Common Stock	04/16/2018		S		20,000	D	\$40.5 ⁽⁵⁾	4,361,728 ⁽⁶⁾	D	
Common Stock								27,238 ⁽³⁾	I	owned by another son

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
Employee stock option (right to buy)	\$22.81	04/13/2018		M			10,000	(7)	08/27/2020	Common Stock	10,000	\$0	105,812	D	
Employee stock option (right to buy)	\$22.81	04/16/2018		M			20,000	(7)	08/27/2020	Common Stock	20,000	\$0	85,812	D	

Explanation of Responses:

- Represents a sale of shares by the reporting person's son whose shares are included as indirectly owned by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.94-\$39.98, inclusive. The reporting person undertakes to provide to Scholastic Corporation, any holder of Scholastic Corporation stock or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- The 25,632 shares owned by one son and 27,238 shares owned by another son are included in the shares reported in column 5 and on Exhibit 99.1. The aggregate number reported in column 5 and on Exhibit 99.1 has been modified to correct a clerical error in the counting of the shares held by the reporting person's sons.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00-\$40.12, inclusive. The reporting person undertakes to provide to Scholastic Corporation, any holder of Scholastic Corporation stock or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.35-\$40.60, inclusive. The reporting person undertakes to provide to

Scholastic Corporation, any holder of Scholastic Corporation stock or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.

6. See Exhibit 99.1.

7. Employee stock options vest ratably over a four year period beginning with the first anniversary after the date of grant.

Richard Robinson, by Teresa
M. Connelly, attorney-in-fact

04/17/2018

** 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.

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 Number.

Mr. Robinson is the beneficial owner of 4,361,728 shares of Common Stock.

Directly held shares includes 460,618 shares of Common Stock and 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 146,980 shares of Common Stock held in the RR 2014 Trust, of which he is the trustee.

Indirectly held shares include: shares owned by (i) the Trust under the Will of Maurice R. Robinson (the "Maurice R. Robinson Trust"), as follows: (a) 1,683,092 shares of Common Stock and (b) 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 (ii) the Trust under the Will of Florence L. Robinson (the "Florence L. Robinson Trust"), as follows: (a) 350,000 shares of Common Stock and (b) 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 is one of six trustees of the Maurice R. Robinson Trust, and one of two 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 two trusts, respectively. 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 52,870 shares of Common Stock beneficially owned by his sons for which Mr. Robinson is deemed the beneficial owner and 11,968 shares held in the Scholastic 401(k) Savings and Retirement Plan.