FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

							()				1 7										
Name and Address of Reporting Person*							2. Issuer Name and Ticker or Trading Symbol SCHOLASTIC CORP [SCHL]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
OCONNELL MAUREEN						SCHOLINGTIC CORE [SCHL]										Director		10% C	wner		
																Officer (give title elow)		Other (below)	(specify		
(Last) (First) (Middle)							3. Date of Earliest Transaction (Month/Day/Year) 08/03/2017									EVP, CAO & CFO					
C/O CORP. SECRETARY- SCHOLASTIC CORP																L v 1, C	<i>n</i> 10	a cr o			
557 BROADWAY																					
SS7 BIG	7110 (1711				Δ If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
					- "	4. II Amendment, Date of Original Flied (Month/Ddy/ fedi)									Line)						
(Street)		••													X	orm filed by C	ne R	eporting Pers	on		
NEW YO	ORK N	Y 1	10012												Form filed by More than One Reporting						
					-											Person	1010 11	man one rep	orang		
(City)	(5	tate) (Zip)																		
						_							_	<u> </u>							
		Tabl	e I - Noi	n-Deriv	ative/	Se	curitie	s Acc	quired,	, Dis	posed o	ot, or	r Ben	etici	ally O	vned					
1. Title of S	Security (Ins	tr. 3)		2. Trans	action					3. 4. Securities Acquired (A)								6. Ownership	7. Nature		
		-		Date (Month/I	Day/Voa		Execution Date, if any					Disposed Of (D) (Instr. 3, 4				curities eneficially		Form: Direct (D) or Indirect	of Indirect Beneficial		
				(WOILLIA			(Month/Day/Year)				5)				0	vned Following		(I) (Instr. 4)	Ownership		
										- - 		(A) or Price			l Te	Reported Transaction(s)			(Instr. 4)		
									Code	l۷	Amount	- [3	(P) (D)	Price		(Instr. 3 and 4)					
Common Stock 08/03/3						/2017					1,725(1	1) D \$40		\$40	0.64 26,140		\top	D			
00/03/															•						
		Ta									osed of,				y Own	ed					
			(e.g., p	uts, c	alls	s, warr	ants,	option	ıs, c	onvertib	ole s	ecuri	ties)							
1. Title of	2.	3. Transaction	3A. Deem	n Date,	4.				6. Date Exercisable an			7. Title and			8. Price			10.	11. Nature		
Derivative Security	Conversior or Exercise Price of	Date (Month/Day/Year)	Execution if any			Transaction Code (Instr.				on Dat		Amount of Securities			Derivat Securit			Ownership Form:	of Indirect Beneficial		
(Instr. 3)		(Month/Day/Year)	II ally (Month/Da	ay/Year)			Secu		(Month/Day/Year)			Underlying			(Instr. 5			Direct (D)	Ownership		
	Derivative		l`	· /			Acquired						Derivative		l`	Owned Following	d	or Indirect	(Instr. 4)		
Security						(A) or Disposed of (D)		Security (Insand 4)				Str. 3		Reported		(I) (Instr. 4)					
																nsaction(s)	1 /				
							(Instr. 3, 4 and 5)									(Instr. 4)					
			i			_	,					Amount		l							
									Date				or								
											Expiration		Nur	nber							
					Code	v	(A)	(D)	Exercisa	able	Date	Title		ıres							

Explanation of Responses:

1. Represents shares withheld to cover taxes owed upon the vesting of 4,665 restricted stock units.

Maureen O'Connell, by Teresa

M Connelly, Esq, Attorney-in- 08/07/2017

<u>fact</u>

** 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.