

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DAVIES JOHN L</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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/28/2015</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 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	07/28/2015		S		9,027	D	\$43	5,956	D	
Common Stock	07/28/2015		M		1,900	A	\$36.21	7,856	D	
Common Stock	07/28/2015		S		1,900	D	\$43	5,956	D	
Common Stock	07/28/2015		M		1,934	A	\$27.93	7,890	D	
Common Stock	07/28/2015		S		1,934	D	\$43	5,956	D	
Common stock	07/28/2015		M		2,000	A	\$24.54	7,956	D	
Common Stock	07/28/2015		S		2,000	D	\$43	5,956	D	
Common Stock	07/28/2015		M		1,934	A	\$25.61	7,890	D	
Common Stock	07/28/2015		S		1,934	D	\$43	5,956	D	
Common Stock	07/28/2015		M		1,900	A	\$26.73	7,856	D	
Common Stock	07/28/2015		S		1,900	D	\$43	5,956	D	
Common Stock	07/28/2015		M		1,900	A	\$33.39	7,856	D	
Common Stock	07/28/2015		S		1,900	D	\$43	5,956	D	
Common Stock	07/28/2015		M		1,700	A	\$30.56	7,656	D	
Common Stock	07/28/2015		S		1,700	D	\$43	5,956	D	
Common Shares	07/28/2015		M		4,100	A	\$36.41	10,056	D	
Common Shares	07/28/2015		S		4,100	D	\$43	5,956	D	
Common Stock	07/28/2015		M		3,804	A	\$30.08	9,760	D	
Common Stock	07/28/2015		S		3,804	D	\$43	5,956	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					

**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	Amount or Number of Shares				
Outside Director Stock Options	\$36.21	07/28/2015		M			1,900	09/19/2008	09/19/2017	Common Stock	1,900	\$0	1,000	D	
Outside Director Stock Options	\$27.93	07/28/2015		M			1,934	09/24/2009	09/24/2018	Common Stock	1,934	\$0	966	D	
Outside Director Stock Options	\$24.54	07/28/2015		M			2,000	09/23/2010	09/23/2019	Common Stock	1,000	\$0	900	D	
Outside Director Stock Options	\$25.61	07/28/2015		M			1,934	09/22/2011	09/22/2020	Common Stock	1,934	\$0	966	D	
Outside Director Stock Option	\$26.73	07/28/2015		M			1,900	09/21/2012	09/21/2021	Common Stock	1,900	\$0	1,000	D	
Outside Director Stock Options	\$33.39	07/28/2015		M			1,900	09/18/2013	09/18/2022	Common Stock	1,900	\$0	1,017	D	
Outside Director Stock Options	\$30.56	07/28/2015		M			1,700	09/18/2014	09/18/2023	Common Stock	1,700	\$0	946	D	
Outside Director Stock Options	\$36.41	07/28/2015		M			4,100	05/30/2006	09/21/2015	Common Stock	4,100	\$0	1,600	D	
Outside Director Stock Options	\$30.08	07/28/2015		M			3,804	09/20/2007	09/20/2016	Common Stock	3,804	\$0	1,896	D	

**Explanation of Responses:**

John L. Davies, by Teresa M. Connelly, Attorney-in-fact      07/30/2015

\*\* 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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