

Boyko Alan J  
Form 3  
June 03, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |         |                                      |  |  |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *                |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Boyko Alan J   |         | (Month/Day/Year)                     | SCHOLASTIC CORP [SCHL]   |  |
| (Last)   | (First) | (Middle)                             | 06/01/2011   |  |
| C/O CORPORATE SECRETARY, SCHOLASTIC CORP, Â 557 BROADWAY |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)   |         |                                      | (Check all applicable)   |  |
| NEW YORK, Â NY Â 10012                                   |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)   | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|  |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|  |         |                                      | President, Schl Book Fairs   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares                   | 18,489 <sup>(1)</sup>                                 | D  | Â   |
| Common Shares                   | 1,909   | I  | Held in 401(k) Plan                                   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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|                                      | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Employee Stock Option (right to buy) | Â (2)            | 12/18/2011      | Common Stock        | 2,000                      | \$ 42.85                     | D   | Â          |
| Employee Stock Option (right to buy) | Â (2)            | 09/20/2015      | Common Stock        | 25,000                     | \$ 36.92                     | D   | Â          |
| Employee Stock Option (right to buy) | Â (2)            | 03/17/2013      | Common Stock        | 15,000                     | \$ 24.8                      | D   | Â          |
| Employee Stock Option (right to buy) | Â (2)            | 07/18/2012      | Common Stock        | 5,000                      | \$ 36.23                     | D   | Â          |
| Employee Stock Option (right to buy) | Â (2)            | 07/14/2013      | Common Stock        | 8,000                      | \$ 27.46                     | D   | Â          |
| Employee Stock Option (right to buy) | Â (2)            | 09/20/2014      | Common Stock        | 1,200                      | \$ 29.19                     | D   | Â          |
| Employee Stock Option (right to buy) | Â (2)            | 09/19/2016      | Common Stock        | 2,720                      | \$ 29.74                     | D   | Â          |
| Employee Stock Option (right to buy) | Â (2)            | 09/18/2017      | Common Stock        | 6,000                      | \$ 35.24                     | D   | Â          |
| Employee Stock Option (right to buy) | Â (2)            | 07/22/2018      | Common Stock        | 15,000                     | \$ 27.25                     | D   | Â          |
| Employee Stock Option (right to buy) | Â (2)            | 08/27/2020      | Common Stock        | 10,000                     | \$ 22.81                     | D   | Â          |
| Restricted Stock Units               | 09/02/2011       | Â (3)           | Common Stock        | 1,217                      | \$ 18.77                     | D   | Â          |
| Restricted Stock Units               | 09/01/2012       | Â (4)           | Common Stock        | 638                        | \$ 13.9                      | D   | Â          |
| Restricted Stock Units               | 09/01/2013       | Â (5)           | Common Stock        | 3,291                      | \$ 16.9                      | D   | Â          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Boyko Alan J<br>C/O CORPORATE SECRETARY, SCHOLASTIC CORP<br>557 BROADWAY<br>NEW YORK, NY 10012 | Â             | Â         | Â President, Schl Book Fairs | Â     |

## Signatures

Alan J. Boyko, by Teresa M. Connelly,  
Attorney-in-fact

06/03/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Holdings include 17,000 restricted stock units granted under the Scholastic Corporation 2001 Stock Incentive Plan that have yet to vest.
- (2) Employee stock options are exercisable in four equal installments (with a minimum of 1,000 options) beginning with the first anniversary of the date of grant.  
  
Acquired under the Scholastic Corporation Management Stock Purchase Plan in lieu of cash bonus; to be converted into shares of
- (3) Common Stock on a one-for-one basis upon expiration of the deferral period selected by the reporting person. Price is equal to 75% of the lowest closing price for the underlying Common Stock in the fiscal quarter ended August 31, 2008.  
  
Acquired under the Scholastic Corporation Management Stock Purchase Plan in lieu of cash bonus; to be converted into shares of
- (4) Common Stock on a one-for-one basis upon expiration of the deferral period selected by the reporting person. Price is equal to 75% of the lowest closing price for the underlying Common Stock in the fiscal quarter ended August 31, 2009.  
  
Acquired under the Scholastic Corporation Management Stock Purchase Plan in lieu of cash bonus; to be converted into shares of
- (5) Common Stock on a one-for-one basis upon expiration of the deferral period selected by the reporting person. Price is equal to 75% of the lowest closing price for the underlying Common Stock in the fiscal quarter ended August 31, 2010.

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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