Edgar Filing: AUGUSTINE CYNTHIA - Form 4

| Form 4 | | | | | | | | | | |
|---|---|-----------------------------|--------------------|--|---|-------------------------------------|--|---|--------------------|--|
| September 03, 200 | 09 | | | | | | | | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | 3235-0287 | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 | MENT O | F CHAN | NGES IN SECUI | Number: Expires: Estimated burden hou response | urs per | | | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 Respon | ises) | | | | | | | | | |
| 1. Name and Address AUGUSTINE CY | Symbol | er Name an LASTIC | | c | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| (Last) (l | First) (| Middle) | | | - | - | (Che | eck all applicabl | e) | |
| C/O CORP. SEC SCHOLASTIC C BROADWAY | 3. Date of Earliest Transaction (Month/Day/Year) 09/01/2009 | | | | Director 10% Owner XOfficer (give title Other (specify below) SVP, Human Resources | | | | | |
| (5 | Street) | | 4. If Am | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| NEW YORK, NY | Filed(Month/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) (S | State) | (Zip) | Tab | ole I - Non- | Derivative | Securities A | cquired, Disposed | of, or Beneficia | ally Owned | |
| | nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year) | | Code (Instr. 8) | | (A) or of (D) 4 and 5) (A) or | Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code V | Amount | (D) Price | (,, , | | | |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection information contained in this form an required to respond unless the form displays a currently valid OMB contribution number. | | | | | | | | | SEC 1474 (9-02) | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | |

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. |
|-------------|------------|---------------------|--------------------|------------|-----------|-------------------------|------------------------|----|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof | Expiration Date | Underlying Securities | De |

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| Security (Instr. 3) | | | Code y/Year) (Instr. 8) | | 8) Se Ac (A Di of (In | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | | Se (In |
|--|---------------------------------|-----------------------------------|----------------------------|----------|--------------------------------------|---|-----|-----------------------|--------------------|------------------|--|-----------|
| | | | | Code | V (/ | A) (| (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | <u>(1)</u> | 09/01/2009 | | А | 7: | 39 | | 09/01/2012 <u>(1)</u> | <u>(1)</u> | Common Stock | 739 | \$ |
| Reporting Owners | | | | | | | | | | | | |
| Reporting Owner Name / Address | | | Relationships | | | | | | | | | |
| | | | Direc | ctor 1 | 10% Ov | vner | Of | fficer | Other | | | |
| AUGUSTINE CYNTHIA C/O CORP. SECRETARY, SCHOLASTIC COR 557 BROADWAY NEW YORK, NY 10012 | | | SVP, Human Resources | | | | | | | | | |
| Signat | ures | | | | | | | | | | | |
| Cynthia Augustine, by Teresa M. Connelly, Attorney-in-fact | | | 09/03/2009 | | | | | | | | | |
| | **Signature of Reporting Person | | | Date | | | | | | | | |
| Explan | ation o | of Responses: | | | | | | | | | | |
| * If the for | m is filed by m | ore than one reporting person see | Instruct | tion A(1 | (\mathbf{v}) | | | | | | | |

* 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).

Acquired under the Scholastic Corporation Management Stock Purchase Plan in lieu of cash bonus; to be converted into shares of Common Stock on a one-for-one basis upon expiration of the deferral period selected by the reporting person. Vests on third anniversary

(1) Common stock on a one-tot-one basis upon expiration of the determa period selected by the reporting person. Vests on third anniversary of the award date. Price is equal to 75% of the lowest closing price for the underlying Common Stock in the fiscal quarter ended August 31, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.