Discussions about popularity are pervasive during the transition to adolescence (Adler and Adler, 1998). Although students' preoccupation with being "cool" and "popular" during late childhood and adolescence is evident within the school context (Adler & Adler, 1998; Coleman, 1961), there is notable variability among students' apparent desire to be popular (Adler & Adler, 1998). A growing body of research demonstrates the important influence of students' social goals on their academic outcomes (see Wentzel, 1999; 2005); however, there has been a dearth of research examining how students' popularity goals influence their academic adjustment. As early adolescence is also a developmental period marked by a decrease in academic engagement and achievement (Anderman & Maeher, 1994), it follows that a better understanding of the interplay between social and academic contexts during the transition to adolescence could highlight novel influences on academic adjustment. Thus, the central purpose of the present investigation was to examine the associations between students' popularity goals and academic engagement and achievement during the transition to adolescence. The current study further examined how variation in perceptions of popular students' behaviors and peer-reported popularity influences the relations between popularity goals and academic achievement outcomes. Data for this study are currently being collected in $4^{th} - 7^{th}$ grade classrooms. Approximately 400 elementary and middle school are being recruited for participation. As part of a larger project examining how peer relationships influence social and academic adjustment, participants complete peer nominations and self-reports in two, hour-long sessions. Additionally, math grades and achievement scores will be obtained from participants' school records. Theoretical foundations, methodology, and preliminary findings will be presented. As popularity is a particularly salient construct during the transition to adolescence, it is expected that a more comprehensive understanding of the contextual nature of perceived popularity goals could inform adjustment across numerous academic and social domains.