

SCRIPPS E W CO /DE
Form S-8
June 26, 2008

As filed with the Securities and Exchange Commission on June 26, 2008

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

THE E. W. SCRIPPS COMPANY
(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

31-1223339
(I.R.S. Employer
Identification Number)

**312 Walnut Street
Cincinnati, Ohio 45202
(513) 977-3000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

The E. W. Scripps Company Employee Stock Purchase Plan
(Full Title of the Plan)

M. Denise Kuprionis
Vice President, Corporate Secretary and Director of Legal Affairs
The E. W. Scripps Company
312 Walnut Street
Cincinnati, Ohio 45202
(513) 977-3835

(Name, address, including zip code, and telephone numbers, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated
filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting
company

CALCULATION OF REGISTRATION FEE

| Title of each class of | Amount to be | Proposed maximum offering price | Proposed maximum aggregate offering | Amount of registration fee |
|---|--------------------------|---------------------------------------|--|----------------------------------|
| Securities to be registered | registered(1) 200,000 | per share (2) | price(2) | fee |
| Class A Common Shares, \$0.01 par value | Shares | \$ 44.43 | \$ 8,886,000 | \$ 349.00 |

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, (the Securities Act) this Registration Statement shall also include an indeterminate number of Class A Common Shares that may become issuable pursuant to the anti-dilution provisions of the Company s Employee Stock Purchase Plan described herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Company s outstanding Class A Common Shares.

(2) Estimated solely for the purposes

of determining
the amount of
the registration
fee, in
accordance with
Rule 457(c) and
457(h) of the
Securities Act,
on the basis of
the average of
the high and low
price per share
of Class A
Common
Shares, as
reported on the
New York
Stock Exchange
on June 23,
2008.

**REGISTRATION OF ADDITIONAL SECURITIES FOR ISSUANCE UNDER
THE COMPANY S EMPLOYEE STOCK PURCHASE PLAN**

As permitted under General Instruction E to Form S-8, this Registration Statement on Form S-8 is being filed solely to register pursuant to the Securities Act of 1933, as amended, 200,000 additional Class A Common Shares of The E. W. Scripps Company (the Company) for issuance pursuant to the Company s Employee Stock Purchase Plan (the Plan).

On November 21, 1997, the Company filed a Registration Statement on Form S-8 (File No. 333-40767), and on November 3, 2004, the Company filed a Registration Statement on Form S-8 (File No. 333-120185), covering Class A Common Shares to be issued under the Plan (the Prior Registration Statements). The Prior Registration Statements cover 1,000,000 Class A Common Shares and are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, The E. W. Scripps Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on June 26, 2008.

THE E. W. SCRIPPS COMPANY
(Registrant)

By: *Kenneth W. Lowe
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on June 26, 2008.

| Signature | Title |
|----------------------------|--|
| *Kenneth W. Lowe | President and Chief Executive Officer (Principal Executive Officer) |
| *Joseph G. NeCastro | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) |
| *William R. Burleigh | Chairman of the Board of Directors |
| *John H. Burlingame | Director |
| *David A. Galloway | Director |
| *David M. Moffett | Director |
| *Jarl Mohn | Director |
| *Nicholas B. Paumgarten | Director |
| *Jeffrey Sagansky | Director |
| *Nackey E. Scagliotti | Director |
| *Paul K. Scripps | Director |
| *Ronald W. Tysoe | Director |

* The undersigned, by signing his name hereto,

does hereby
sign this
document on
behalf of the
Registrant and
on behalf of
each of the
above-named
persons
indicated above
by asterisks,
pursuant to a
power of
attorney duly
executed by the
Registrant and
such persons,
filed with the
Securities and
Exchange
Commission as
an exhibit
hereto.

By: */s/ William Appleton*
Name: William Appleton
Title: Attorney-in-Fact

EXHIBIT INDEX

| Exhibit No. | Exhibits |
|--------------------|---|
| 5 | Opinion and Consent of Thompson Hine LLP |
| 23 | Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm for The E. W. Scripps Company |
| 24 | Power of Attorney |
| 99 | The E. W. Scripps Company Employee Stock Purchase Plan |