SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*] BURLINGAME JOHN H			2. Issuer Name and Ticker or Trading Symbol <u>SCRIPPS E W CO /DE</u> [SSP]		tionship of Reporting Perso all applicable) Director	n(s) to Issuer 10% Owner
(Last) 312 WALNUT S	(First) TREET, 28TH FL	(Middle) OOR	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2008		Officer (give title below)	Other (specify below)
(Street) CINCINNATI	ОН	45202	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than (Person	ing Person
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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.4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)8)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)	
Class A Common Shares, \$.01 par value per share								13,064,074(1)	Ι	Family Trust	
Class A Common Shares, \$.01 par value per share								3,476	D		
Common Voting Shares, \$.01 par value per share								10,693,333(1)	I	Family Trust	

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. Transa Code (8)		of		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				
Phantom Stock	\$6.63	12/31/2008		J ⁽²⁾			151.14	(2)	(2)	Class A Common	0	\$2.21	0 ⁽²⁾	D	
Option	\$6.87							05/10/2002	05/09/2011	Class A Common	4,694		4,694	D	
Option	\$8.31							05/09/2003	05/08/2012	Class A Common	4,694		4,694	D	
Option	\$8.49							04/29/2004	04/28/2013	Class A Common	4,694		4,694	D	
Option	\$11.28							04/15/2005	04/14/2014	Class A Common	4,694		4,694	D	
Option	\$10.92							04/14/2006	04/13/2015	Class A Common	4,694		4,694	D	
Option	\$9.96							05/04/2007	05/03/2016	Class A Common	4,694		4,694	D	
Option	\$9.24							04/26/2008	04/25/2017	Class A Common	4,694		4,694	D	
Option	\$9.93							06/13/2009	06/12/2018	Class A Common	23,474		23,474	D	

Explanation of Responses:

1. The reporting person is a Trustee of the Edward W. Scripps Trust (the "Trust") and has the power, together with the other Trustees of the Trust, to vote and dispose of the shares of the company held by the Trust. Mr. Burlingame disclaims any beneficial interest in the shares held by the Trust.

2. Pursuant to the company's 1997 Deferred Compensation and Stock Plan for Directors, directors may defer fees into a phantom stock fund. Under this plan, fees are converted quarterly into phantom shares at the fair market value of the company's Class A Common Shares on the last trading day of each quarter. Upon retirement as a director or at another specified date, the balance may be paid in either shares or cash. Mr. Burlingame elected to receive his phantom stock balance, in a lump sum cash payment, on December 31, 2008.

Remarks:

/s/ Mary Denise Kuprionis, Attorney-in-fact for John H. **Burlingame**

01/07/2009

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.