

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) February 22, 2006

THE E.W. SCRIPPS COMPANY

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

0-16914
(Commission File Number)

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

312 Walnut Street
Cincinnati, Ohio
(Address of principal executive offices)

45202
(Zip Code)

Registrant's telephone number, including area code: (513) 977-3000

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

On February 22, 2006, the Incentive Plan Committee, a subcommittee of the Compensation Committee of the Board of Directors (the “Board”) of The E. W. Scripps Company (“Scripps”) which approves all awards under the 1997 Long-Term Incentive Plan (“LTIP”) and approves all performance-based bonus awards for Scripps’ senior executives (the “Committee”), took the following actions with respect to compensation of executive officers of Scripps other than Kenneth W. Lowe, Chief Executive Officer:

- Established the specific performance goals that will be used to determine the amount of the annual cash bonuses for 2006 that may be paid to certain executive officers under the Executive Bonus Plan. The Committee designated for each such executive officer a target amount, which was a percentage of the individual’s base salary. The amount each such executive officer receives will depend upon Scripps’ achievement of specific financial targets. Such performance targets for 2006 are earnings per share and operating cash flow, the measure used to evaluate the operating performance of our business segments. For certain executive officers the operating cash flow target is the amount for Scripps as a whole, while for officers who work for specific operating segments, the operating cash flow targets are for the individual’s operating segment.
- Approved the grant of stock options to certain executive officers. The options vest equally over a three-year period and have an eight-year life.
- Established a target number of Class A Common shares that may be awarded to certain executive officers. The number of shares that will be awarded, if earned, is based upon the achievement of consolidated operating cash flow performance targets. Shares awarded will vest through 2009.

On February 23, 2006, the Board of Directors of the Company, took the following actions with respect to the compensation of Kenneth W. Lowe, Chief Executive Officer:

- Increased the annual cash bonus target from 100% to 120% of his current annual base salary.
- Approved the grant of an option to purchase 125,000 Class A Common shares. The option award has an eight-year life.
- Established a target of 34,989 Class A Common shares that may be awarded. The number of shares that will be awarded, if earned, is based upon the achievement of consolidated operating cash flow performance targets.
- Approved the grant of an option to purchase 125,000 Class A Common shares. The option award has an eight-year term and vests in equal installments on December 31, 2006, December 31, 2007, and December 31, 2008.
- Approved the grant of 50,000 restricted Class A Common shares. The shares vest in equal installments on December 31, 2006, December 31, 2007, and December 31, 2008.

All grants of stock options and Class A Common shares were granted pursuant to the LTIP, which has been approved by shareholders and has been previously filed with the Securities and Exchange Commission.

Item 5.03 Amendment to Articles of Incorporation or Bylaws, Change in Fiscal Year

On February 23, 2006, the Board of Directors approved an amendment to Article VI, Section 1 of Scripps’ Code of Regulations to allow a shareholder to choose to have shares registered through an uncertificated share registration system. The amendment will become effective upon shareholder approval.

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Item 8.01 Other Events

On February 23, 2006, the Board approved a resolution that designated the following as Executive Officers of Scripps:

President and Chief Executive Officer	Kenneth W. Lowe
Executive Vice President	Richard A. Boehne
Senior Vice President and General Counsel	Anatolio B. Cruz III
Senior Vice President/Scripps Networks	John F. Lansing
Senior Vice President and Chief Financial Officer	Joseph G. NeCastro
Senior Vice President / Interactive Media	Tim Peterman
Senior Vice President / Television Station Group	William B. Peterson
Senior Vice President / Human Resources	Jennifer L. Weber

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit Number</u>	<u>Description of Item</u>		<u>Exhibit No. Incorporated</u>
10.01	Executive Bonus Plan, as amended April 14, 2005	(1)	10.04
10.02	1997 Long-Term Incentive Plan	(1)	10.02
10.02A	Form of Executive Officer Nonqualified Stock Option Agreement	(1)	10.03A
10.02B	Form of Performance-Based Restricted Share Agreement	(1)	10.03C
10.02C	Form of Restricted Share Agreement (Nonperformance-Based)		
10.03	Amendment to Code of Regulations		

(1) Incorporated by reference to The E. W. Scripps Company Current Report on Form 8-K dated February 9, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE E.W. SCRIPPS COMPANY

BY: /s/ Lori A. Hickok
Lori A. Hickok
Vice President and Controller

Dated: February 28, 2006

RESTRICTED SHARE AGREEMENT
restricted share award agreement

This Agreement is made and entered into on **(insert date of grant)**, between The E.W. Scripps Company (“Company”) and _____ (“Grantee”).

The parties agree as follows:

1. The Company hereby delivers to Grantee an award of _____ Class A Common Shares of the Company (the “Shares”), subject to the terms and conditions of this Agreement and of the Company’s 1997 Long-Term Incentive Plan (the “Plan”). All capitalized terms used and not defined herein shall have the meaning provided in the Plan.
2. The Shares will vest in three equal installments, on **(one year after grant)**, **(two years after grant)**, and **(three years after grant)**.
3. The Shares may not be sold, assigned, or transferred prior to the vesting dates, except as otherwise provided herein or in the Plan.
4. Grantee shall have all the rights of a shareholder with respect to the Shares granted under this Agreement in accordance with and subject to the restriction on transfer set forth in Section 3 and the risk of forfeiture set forth in Section 6.
5. The Shares shall become fully vested upon the death, Disability or Retirement of Grantee or in the event of a Change in Control of the Company.
6. Shares that do not vest in accordance with this Agreement will be forfeited.
7. A certificate for the Shares will be delivered to Grantee immediately following vesting. As an alternative to the Company issuing a stock certificate, Grantee may choose to have shares registered through an uncertificated share registration system. The Company may require, as a condition of the delivery of the certificate, that Grantee sign such further documents as the Company reasonably determines to be necessary or appropriate to assure compliance with the requirements of federal and state securities laws.
8. The Company may require as a condition to the delivery of a certificate (or the authorization of shares through an uncertificated share registration system) for Shares, that Grantee pay to the Company, in cash, any federal, state or local taxes of any kind required by law to be withheld with respect to delivery of such certificates. Grantee, at Grantee’s discretion, may elect to pay such taxes with vested shares previously acquired by Grantee or Shares which are deliverable to Grantee in connection with this award. The Fair Market Value of Class A Common Shares withheld by the Company from this award or tendered to the Company for the satisfaction of such tax withholding obligations will be determined on the date such shares are withheld or tendered.

9. The terms and conditions contained in the Plan, as it may be amended from time to time in the future, are incorporated by reference into and made a part of this Agreement. All provisions of this Agreement are made subject to the terms of the Plan, as amended. In the event there is any conflict between the terms of this Agreement and the terms of the Plan, the terms of the Plan shall control.

10. This Agreement is governed by Ohio law.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date noted above.

THE E.W. SCRIPPS COMPANY

GRANTEE

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

The board of directors of The E. W. Scripps Company approved the following resolution on February 23, 2006.

WHEREAS, the Company desires to allow for uncertificated share registration of shares by shareholders as an alternative to receiving a stock certificate; **NOW THEREFORE BE IT RESOLVED**, that the company's Code of Regulations, Article VI (Certificates for Shares), shall be amended to read as follows:

Section 1. Form and Execution.

(A) Certificates for shares, certifying the number of full-paid shares owned, shall be issued to each shareholder who chooses to receive a certificate, in such form as shall be approved by the board of directors. Such certificates shall be signed by the chairman of the board of directors or the president or a vice president and by the secretary or an assistant secretary or the treasurer or an assistant treasurer; provided, however, that if such certificates are countersigned by an incorporated transfer agent or registrar the signatures of any of such officers and the seal of the Corporation upon such certificates may be facsimiled, engraved, stamped or printed. If any officer or officers who shall have signed, or whose facsimile signature shall have been used, printed or stamped on any certificate or certificates for shares, shall cease to be such officer or officers, because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates if authenticated by the endorsement thereon of the signature of a transfer agent or registrar shall nevertheless be as effective in all respects when delivered as though signed by a duly elected, qualified and authorized officer or officers, and as though the person or persons who signed such certificate or certificates, or whose facsimile signature or signatures shall have been used thereon, had not ceased to be an officer or officers of the Corporation.

(B) As an alternative to receiving a stock certificate, a shareholder may choose to have shares registered through an uncertificated share registration system.

FURTHER RESOLVED, that the officers of the Company be, and they are hereby, authorized, empowered and directed to take all further action or to do all other things that they deem necessary and desirable in connection with or to effectuate the foregoing resolution.