

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A (4)
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Date of report (Date of earliest event reported) December 28, 1995

Commission File Number 1-16914

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

Delaware
(State or other jurisdiction of
incorporation or organization)

51-0304972
(I.R.S. Employer
Identification Number)

1105 N. Market Street
Wilmington, Delaware
(Address of principal executive offices)

19801
(Zip Code)

Registrant's telephone number, including area code: (302) 478-4141

Not Applicable
(Former name, former address and former fiscal year, if changed since
last report.)

INDEX TO THE E. W. SCRIPPS COMPANY

AMENDMENT TO CURRENT REPORT ON FORM 8-K DATED DECEMBER 28, 1995

This fourth amendment to The E.W. Scripps Company Current Report on Form 8-K filed on December 29, 1995 provides quarterly financial information for Scripps Cable for the period ended March 31, 1996 under Item 7. Financial Statements and Exhibits.

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SIGNATURES

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

THE E.W. SCRIPPS COMPANY

Dated : May 15, 1996

By: /s/ D. J. Castellini

D. J. Castellini
Senior Vice President,
Finance & Administration

SCRIPPS CABLE

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SCRIPPS CABLE
COMBINED BALANCE SHEETS

(in thousands)

	March 31, 1996 (Unaudited)	As of December 31, 1995	March 31, 1995 (Unaudited)
ASSETS			
CURRENT ASSETS :			
Cash and cash equivalents	\$ 1,943	\$ 3,085	\$ 910
Accounts receivable (less allowances - \$1,251, \$1,288, and \$1,270)	12,147	12,107	9,894
Inventories	10,641	12,822	11,472
Deferred income taxes	5,421	5,421	5,421
Miscellaneous	3,316	446	3,164
Total current assets	33,468	33,881	30,861
PROPERTY, PLANT, AND EQUIPMENT :			
Land and improvements	3,788	3,691	3,695
Buildings and improvements	9,613	9,529	9,449
Equipment	608,431	587,052	556,141
Total property, plant, and equipment	621,832	600,272	569,285
Less accumulated depreciation	314,253	305,715	277,851
Net property, plant, and equipment	307,579	294,557	291,434
GOODWILL AND OTHER INTANGIBLE ASSETS :			
Goodwill	41,061	40,965	40,755
Non-competition agreements	5,800	5,800	5,800
Franchise costs	208,424	158,541	159,542
Customer lists	1,719	1,719	1,719
Other intangible assets	7,098	7,100	7,053
Total goodwill and other intangible assets	264,102	214,125	214,869
Less accumulated amortization	122,008	120,629	115,690
Net goodwill and other intangible assets	142,094	93,496	99,179
OTHER ASSETS	642	639	1,005
TOTAL ASSETS	\$ 483,783	\$ 422,573	\$ 422,479

See notes to combined financial statements.

SCRIPPS CABLE
COMBINED BALANCE SHEETS

(in thousands)

	March 31, 1996 (Unaudited)	As of December 31, 1995	March 31, 1995 (Unaudited)
LIABILITIES AND STOCKHOLDER'S DEFICIENCY			
CURRENT LIABILITIES :			
Accounts payable	\$ 7,712	\$ 12,244	\$ 11,544
Customer deposits and unearned revenue	2,587	2,475	2,936
Accrued liabilities :			
Employee compensation and benefits	973	1,174	1,111
Copyright and programming costs	7,778	7,164	7,048
Lawsuits and related settlements	3,285	3,784	6,100
Property taxes	1,339	1,038	2,679
Interest on advances from parent company	1,599	1,599	1,718
Income taxes	(5)	(22)	(34)
Miscellaneous	6,354	5,818	5,309
Total current liabilities	31,622	35,274	38,411
DEFERRED INCOME TAXES	79,525	80,193	79,805
ADVANCES FROM PARENT COMPANY	374,569	312,737	321,967
OTHER LONG-TERM OBLIGATIONS	8,725	9,325	11,073
COMMITMENTS AND CONTINGENCIES (Note 3)			
STOCKHOLDER'S DEFICIENCY :			
Capital stock	1,801	1,801	1,801
Additional paid-in capital	35,144	35,144	35,144
Retained earnings (deficit)	(47,603)	(51,901)	(65,722)
Total stockholder's deficiency	(10,658)	(14,956)	(28,777)
TOTAL LIABILITIES AND STOCKHOLDER'S DEFICIENCY	\$ 483,783	\$ 422,573	\$ 422,479

See notes to combined financial statements.

SCRIPPS CABLE
 COMBINED STATEMENTS OF INCOME AND RETAINED EARNINGS

(in thousands)

(Unaudited)
 Three months ended
 March 31,
 1996 1995

OPERATING REVENUES	\$ 76,250	\$ 66,995
OPERATING EXPENSES :		
Employee compensation and benefits	11,238	11,002
Cable television programming costs	21,218	17,692
Other operating expenses	12,348	11,114
Depreciation and amortization	15,511	13,723
Total operating expenses	60,315	53,531
OPERATING INCOME	15,935	13,464
OTHER CREDITS (CHARGES) :		
Interest on advances from parent company	(8,698)	(8,663)
Other interest expense		(134)
Miscellaneous, net	(28)	845
Net other credits (charges)	(8,726)	(7,952)
INCOME BEFORE INCOME TAXES	7,209	5,512
PROVISION FOR INCOME TAXES	2,911	1,643
NET INCOME	4,298	3,869
RETAINED EARNINGS (DEFICIT) :		
Beginning of year	(51,901)	(69,591)
End of period	\$ (47,603)	\$ (65,722)

See notes to combined financial statements.

SCRIPPS CABLE
COMBINED STATEMENTS OF CASH FLOWS

(in thousands)

(Unaudited)
Three months ended
March 31,
1996 1995

Cash Flows From Operating Activities:			
Net income	\$	4,298	\$ 3,869
Adjustments to reconcile net income			
to net cash flows from operating activities:			
Depreciation and amortization		15,511	13,723
Deferred income taxes		(668)	(837)
Prepaid franchise fees		(38)	646
Changes in certain working capital accounts		(4,334)	5,881
Miscellaneous, net		(688)	(820)
Net operating activities		14,081	22,462
Cash Flows From Investing Activities:			
Additions to property, plant, and equipment		(14,994)	(7,693)
Acquisition of cable television systems		(62,152)	(132)
Miscellaneous, net		715	(569)
Net investing activities		(76,431)	(8,394)
Cash Flows From Financing Activities:			
Increases in advances from parent company		62,449	(13,453)
Payments on advances from parent company		(616)	(558)
Miscellaneous, net		(625)	(1,250)
Net financing activities		61,208	(15,261)
Increase (Decrease) in Cash and Cash Equivalents		(1,142)	(1,193)
Cash and Cash Equivalents:			
Beginning of year		3,085	2,103
End of period	\$	1,943	\$ 910
Supplemental Cash Flow Disclosures:			
Interest paid	\$	8,697	\$ 8,697
Income taxes paid		3,537	6,883

See notes to combined financial statements.

NOTES TO COMBINED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The combined financial statements of Scripps Cable include EWS Cable Company ("EWSCC") - 100 shares of no-par capital stock authorized, 50 shares issued and outstanding; L-R Cable Company ("LRCC") - 100 shares of no-par capital stock authorized, 50 shares issued and outstanding; Scripps Howard Cable Company ("SHCC") - 100 shares of no-par capital stock authorized, 80 shares issued and outstanding; Scripps Howard Cable Company of Sacramento ("SHCCS") - 2,000 shares of no-par capital stock authorized, 100 shares issued and outstanding, and cable television operations owned and operated by Scripps Howard Broadcasting Company ("SHB").

EWSCC and LRCC are wholly-owned subsidiaries of Scripps Howard, Inc. ("SHI"), which is a wholly-owned subsidiary of The E.W. Scripps Company ("Scripps"). SHCC and SHCCS are wholly-owned subsidiary companies of SHB. Prior to 1993 SHB was 86%-owned by SHI. SHI acquired 5.7% of the outstanding shares of SHB in 1993 and Scripps acquired the remaining minority interest in SHB in 1994.

The historical basis in assets and liabilities of the cable television systems has been carried over. The historical combined financial statements do not necessarily reflect the results of operations or financial position that would have existed if Scripps Cable were an independent company. SHI provides certain legal, treasury, accounting, tax, risk management and other corporate services to Scripps Cable.

On October 28, 1995 Scripps and Comcast Corporation ("Comcast") reached an agreement pursuant to which Scripps will contribute all of its non-cable television assets to SHI and SHI's cable television systems subsidiaries ("Scripps Cable") will be transferred to and held directly by Scripps. Scripps Cable will then be acquired by Comcast through a tax-free merger (the "Merger") with Scripps.

The closing date of the Transactions is expected to be in the third quarter of 1996, subject to regulatory approvals and certain other conditions. Controlling shareholders in Scripps and Comcast have agreed to vote in favor of the Merger, and as a result completion of the Transactions is assured so long as such conditions are satisfied and such regulatory approvals (including approval of the Spin-Off as a tax-free transaction by the Internal Revenue Service and approval of the Merger by the Federal Communications Commission and certain franchise authorities) are received. While there can be no assurances regarding such approvals, management believes all such approvals will be obtained.

The financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Except as disclosed herein, there has been no material change in the information disclosed in the notes to the combined financial statements for the year ended December 31, 1995 included in the third amendment to The E.W. Scripps Company's Current Report on Form 8-K dated December 28, 1995. Financial information as of December 31, 1995 included in these financial statements has been derived from the audited combined financial statements included in that report. In management's opinion all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the interim periods have been made.

Results of operations are not necessarily indicative of the results that may be expected for future interim periods or for the full year.

Certain liabilities included in these combined financial statements (primarily income taxes payable, accruals for lawsuits and related settlements, and amounts due Scripps) will not be assumed by Comcast. At March 31, 1996 those liabilities totaled approximately \$386,600,000.

2. ACQUISITIONS AND DIVESTITURES

Acquisitions

1996 - In 1995 SHB reached an agreement to acquire cable television systems adjacent to the Knoxville and Chattanooga systems for \$62,500,000 (the "Mid-Tenn Purchase"). The acquisitions were completed in January 1996.

1995 - SHCC acquired a cable television system.

The following table presents additional information about the acquisitions:

(in thousands)

	Three months ended March 31,	
	1996	1995
Goodwill and other intangible assets acquired	\$ 50,619	\$ 85
Other assets acquired	11,771	47
Total	62,390	132
Liabilities assumed	(238)	
Cash paid	\$ 62,152	\$ 132

The acquisitions have been accounted for as purchases. The acquired operations have been included in the Combined Statements of Income from the dates of acquisition. Pro forma results are not presented because the combined results of operations would not be significantly different from the reported amounts.

3. COMMITMENTS AND CONTINGENCIES

In 1994 Scripps Cable accrued an estimate of the ultimate costs, including attorneys' fees and settlements, of certain lawsuits against the Sacramento cable television system related primarily to employment issues and to the timing and amount of late-payment fees assessed to subscribers. In May 1996 Scripps Cable agreed to settle the late-payment fee lawsuits. There was no additional charge resulting from the settlement. Management believes the possibility of incurring a loss greater than the amount accrued for the employment issues lawsuits is remote. Amounts accrued, less payments for settlements and attorney fees, are included in accrued lawsuits and related settlements in the accompanying Combined Balance Sheets. Pursuant to the terms of the Merger New Scripps will indemnify Comcast against losses related to these lawsuits.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS OF SCRIPPS CABLE

Scripps Cable's revenues are primarily earned from subscriber fees for basic, cable programming and premium television services (including pay-per-view programming), and the rental of converters and remote control devices. Historically Scripps Cable's revenue growth has been primarily achieved through internal subscriber growth, additional services offered subscribers, acquisitions, and increases in rates for services provided to cable television subscribers. Regulations adopted by the Federal Communications Commission ("FCC") pursuant to the 1992 Cable Act have affected Scripps Cable's ability to increase rates for certain subscriber services or to restructure its rates for certain services. The Telecommunications Act of 1996 provides some significant relief from the burdens of rate regulation by, among other things, expanding the flexibility of operators to set differing rates for providing services to multiple dwelling units and by modifying the threshold for the filing of a complaint that would trigger review of new non-basic cable programming rates. Most importantly, the new law sets a maximum threshold of three years for the elimination of all rate regulation of non-basic cable programming services.

RESULTS OF OPERATIONS

Earnings before interest, income taxes, corporate management fees, depreciation, and amortization ("EBITDA") is included in the discussion of results of operations because:

Changes in depreciation and amortization are often unrelated to current performance. Management believes the year-over-year change in EBITDA is a more useful measure of year-over-year performance than the change in operating income because, combined with information on capital spending plans, it is a more reliable indicator of results that may be expected in future periods. However, management's belief that EBITDA is a more useful measure of year-over-year performance is not shared by the accounting profession.

Financial analysts use EBITDA to value cable television businesses.

Acquisitions of cable television businesses are based on multiples of EBITDA.

EBITDA should not, however, be construed as an alternative measure of the amount of Scripps Cable's income or cash flow from operating activities as EBITDA excludes significant costs of doing business.

Combined results of operations are as follows:

(in thousands, except per subscriber information)

	Year-to-Date		
	1996	Change	1995
Operating revenues:			
Basic and cable programming services	\$ 51,164	14.6 %	\$ 44,629
Premium and pay-per-view services	14,397	15.8 %	12,435
Other monthly services	4,101	(8.3)%	4,473
Advertising	3,200	23.9 %	2,582
Installation and miscellaneous	3,388	17.8 %	2,876
Total operating revenues	76,250	13.8 %	66,995
Operating expenses:			
Employee compensation and benefits	11,238	2.1 %	11,002
Program costs	21,218	19.9 %	17,692
Other	12,348	11.1 %	11,114
Depreciation and amortization	15,511	13.0 %	13,723
Total operating expenses	60,315	12.7 %	53,531
Operating income	15,935	18.4 %	13,464
Interest expense	(8,698)		(8,797)
Miscellaneous, net	(28)		845
Income taxes	(2,911)		(1,643)
Net income	\$ 4,298		\$ 3,869
Other Financial and Statistical Data			
EBITDA	\$ 31,446	15.7 %	\$ 27,187
Percent of operating revenues:			
Operating income	20.9 %		20.1 %
EBITDA	41.2 %		40.6 %
Capital expenditures	\$ 14,994	94.9 %	\$ 7,693
Average number of basic subscribers	794.4	6.5 %	746.1
Average monthly revenue per monthly subscriber	\$31.99	6.9 %	\$29.93
Program costs as a percent of basic and premium revenue	32.36%		31.00%
Homes passed at end of period	1,245.7	5.9 %	1,176.1
Basic subscribers at end of period	806.5	7.2 %	752.1
Penetration at end of period	64.75%		63.95%

In January Scripps Cable acquired cable television systems adjacent to the Knoxville and Chattanooga systems for \$62,500,000 (the "Mid-Tenn Purchase"). The acquired cable systems increased operating revenues 4%. The remaining increase in operating revenues is primarily due to higher average monthly revenue per subscriber.

Program costs have increased due to the growth in the number of subscribers, additional programming offered subscribers, and increased costs to produce or purchase programming. Other operating expenses and depreciation and amortization increased primarily due to the Mid-Tenn Purchase. The acquired cable systems increased EBITDA 6%.

LIQUIDITY AND CAPITAL RESOURCES

Cash flow from operating activities was \$14.1 million in 1996, and \$22.5 million in 1995. Cash flow from operating activities in 1995 included an \$11.3 million refund of disputed Sacramento property taxes, including interest.

Scripps Cable invests heavily in its cable plant, continually replacing and modernizing its technology by rebuilding and upgrading its systems with fiber optic cable. Capital expenditures in the first quarter of 1995 increased primarily due to the rebuild of the Sacramento system. Acquisitions of cable television systems and capital expenditures are financed through cash flow from operating activities and, if necessary, additional advances from Scripps. Advances from Scripps increased in 1996 due to the Mid-Tenn Purchase.

THE E.W. SCRIPPS COMPANY

Index to Pro Forma Financial Information

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THE E.W. SCRIPPS COMPANY
 PRO FORMA BALANCE SHEET
 AS OF MARCH 31, 1996

(in thousands)

	REPORTED AMOUNTS	SCRIPPS CABLE	PRO FORMA ADJUSTMENTS	PRO FORMA AMOUNTS
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents	\$ 12,871		\$ (8,000) (A)	\$ 4,871
Accounts and notes receivable	148,468			148,468
Program rights and production costs	51,911			51,911
Inventories	12,941			12,941
Deferred income taxes	22,608			22,608
Miscellaneous	17,630			17,630
Total current assets	266,429		(8,000)	258,429
NET ASSETS OF DISCONTINUED CABLE OPERATIONS	372,784	\$ 372,784		
INVESTMENTS	55,069			55,069
PROPERTY, PLANT, AND EQUIPMENT	428,885			428,885
GOODWILL AND OTHER INTANGIBLE ASSETS	490,692			490,692
OTHER ASSETS:				
Program rights and production costs (less current portion)	23,379			23,379
Miscellaneous	15,360			15,360
Total other assets	38,739			38,739
TOTAL ASSETS	\$ 1,652,598	\$ 372,784	\$ (8,000)	\$ 1,271,814
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Current portion of long-term debt	\$ 34,741			\$ 34,741
Accounts payable	62,537			62,537
Customer deposits and unearned revenue	23,799			23,799
Accrued liabilities:				
Employee compensation and benefits	27,137			27,137
Artist and author royalties	8,734			8,734
Interest	1,030			1,030
Income taxes	7,301			7,301
Lawsuits and related settlements	7,867			7,867
Miscellaneous	35,840			35,840
Total current liabilities	208,986			208,986
DEFERRED INCOME TAXES	84,057			84,057
LONG-TERM DEBT (LESS CURRENT PORTION)	31,824			31,824
OTHER LONG-TERM OBLIGATIONS AND MINORITY INTERESTS	110,268			110,268
STOCKHOLDERS' EQUITY	1,217,463	\$ 372,784	\$ (8,000) (A)	836,679
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,652,598	\$ 372,784	\$ (8,000)	\$ 1,271,814

THE E.W. SCRIPPS COMPANY
PRO FORMA STATEMENT OF INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 1996

(in thousands, except per share data)

	REPORTED AMOUNTS	SCRIPPS CABLE	PRO FORMA ADJUSTMENTS	PRO FORMA AMOUNTS
OPERATING REVENUES:				
Advertising	\$ 114,002			\$ 114,002
Circulation	33,564			33,564
Other newspaper revenue	11,277			11,277
Total newspapers	158,843			158,843
Broadcast television	70,721			70,721
Entertainment	24,681			24,681
Total operating revenues	254,245			254,245
OPERATING EXPENSES:				
Employee compensation and benefits	86,883			86,883
Newsprint and ink	34,169			34,169
Program rights and production costs	16,576			16,576
Other operating expenses	61,622			61,622
Depreciation	12,438			12,438
Amortization of intangible assets	5,081			5,081
Total operating expenses	216,769			216,769
OPERATING INCOME	37,476			37,476
OTHER CREDITS (CHARGES):				
Interest expense	(1,413)			(1,413)
Miscellaneous, net	(382)			(382)
Net other credits (charges)	(1,795)			(1,795)
INCOME BEFORE TAXES AND MINORITY INTERESTS	35,681			35,681
PROVISION FOR INCOME TAXES	15,274			15,274
INCOME BEFORE MINORITY INTERESTS	20,407			20,407
MINORITY INTERESTS	687			687
INCOME FROM CONTINUING OPERATIONS	19,720			19,720
INCOME FROM DISCONTINUED OPERATIONS	9,595	\$ 9,595		9,595
NET INCOME	\$ 29,315	\$ 9,595		\$ 29,315
AVERAGE WEIGHTED SHARES	80,204	80,204		80,204
PER SHARE OF COMMON STOCK:				
Income from continuing operations	\$.25			\$.25
Income from discontinued operations	.12	\$.12		.12
Net income	\$.37	\$.12		\$.37

THE E.W. SCRIPPS COMPANY

NOTES TO PRO FORMA FINANCIAL INFORMATION

On October 28, 1995 The E.W. Scripps Company ("Scripps") and Comcast Corporation ("Comcast") reached an agreement pursuant to which Scripps will contribute all of its non-cable television assets to Scripps Howard, Inc. ("SHI" - a wholly-owned subsidiary of Scripps and the direct or indirect parent of all of Scripps' operations) and SHI's cable television system subsidiaries ("Scripps Cable") will be transferred to and held directly by Scripps. Scripps Cable will be acquired by Comcast through a tax-free merger (the "Merger") with Scripps. The remaining SHI business will continue as "New Scripps", which will be distributed in a tax-free "spin-off" to Scripps shareholders (the "Spin-Off") prior to the Merger and thereafter renamed The E.W. Scripps Company. The Merger and Spin-off are collectively referred to as the "Transactions." The accompanying unaudited pro forma balance sheet and statements of income of Scripps assume completion of the Transactions.

The pro forma balance sheet as of March 31, 1996 assumes the Transactions occurred as of that date. The pro forma statements of income assume the Transactions were completed at the beginning of the period. Pro forma adjustments represent fees on the Transactions. Earnings per share is based on the weighted average shares outstanding for the period.

The pro forma financial information is not necessarily indicative of the results which actually would have occurred had the Transactions been completed as of the dates indicated or which may occur in the future.

Explanation of specific pro forma adjustments are as follows:

- (A) Effect of estimated expenses of \$8.0 million on Stockholders' Equity.