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SCRIPPS E W CO /DE
Form S-8
June 05, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 5, 2002

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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 No.)

312 WALNUT STREET, CINCINNATI, OHIO
(Address of Principal Executive Offices)

45202
(Zip Code)

THE E.W. SCRIPPS COMPANY
LONG-TERM INCENTIVE 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
(Name and address of agent for service)

(513) 977-3835
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price-per share (2) | Proposed maximum aggregate offering price (2) |
|--|-----------------------------|---|---|
| Class A Common Shares \$.01 par value | 9,158,700 | \$ 74.94 | \$ 449,640,000 |

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- (1) The registrant has previously registered 3,158,700 of the shares included above under certain registration statements on Form S-8 (No. 333-14847, No. 333-14849 and No. 333-27623). Accordingly, pursuant to Rule 429, such shares are not included in the calculation of the registration fee.
- (2) Estimated in accordance with Rules 457(c) and 457(h)(1) solely for the purpose of determining the registration fee. The fee with respect to the additional shares registered herein is based on the average of the high and low sale prices on May 29, 2002, of the registrant's Class A Common Shares as reported on the New York Stock Exchange.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The Class A Common Shares registered by The E. W. Scripps Company (the "Company") pursuant to this Registration Statement will be issued under the Company's Long-Term Incentive Plan. The contents of the registration statement on Form S-8 (No. 333-27623) are incorporated by reference herein.

EXHIBIT INDEX

| Exhibit Number ----- | Exhibit Description ----- |
|----------------------------|---|
| 5 | Opinion of Baker & Hostetler LLP |
| 23(a) | Consent of Deloitte & Touche LLP |
| 23(b) | Consent of Baker & Hostetler LLP (included in opinion filed as Exhibit 5 hereto) |
| 24(a) | Power of Attorney (Registrant) |
| 24(b) | Power of Attorney (Directors and Officers) |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant 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 5, 2002.

THE E.W. SCRIPPS COMPANY

By:

*

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Kenneth W. Lowe
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on June 5, 2002, by the following persons in the capacities indicated below.

| Signature ----- | Title ----- |
|--------------------------------------|---|
| * ----- Kenneth W. Lowe | President and Chief Executive Officer (Principal Executive Officer); Director |
| * ----- Joseph NeCastro | Senior Vice President, Finance & Administration (Principal Financial and Accounting Officer) |
| * ----- William R. Burleigh | Chairman of the Board |
| ----- Charles E. Scripps | Director |
| * ----- Edward W. Scripps | Director |
| * ----- Paul K. Scripps | Director |
| * ----- John H. Burlingame | Director |
| * ----- Nicholas B. Paumgarten | Director |

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| | |
|------------------------------------|----------|
| * ----- Nackey E. Scagliotti | Director |
| * ----- Ronald W. Tysoe | Director |
| * ----- Julie A. Wrigley | Director |

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*

Director
Lee Masters

* William Appleton, by signing his name hereto, does sign this Registration Statement on behalf of the persons indicated above pursuant to powers of attorney duly executed by such persons and filed as exhibits to this Registration Statement.

By: /s/ William Appleton

William Appleton, Attorney-in-Fact

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