

Lawlor Brian G.
Form 4
March 11, 2011

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lawlor Brian G.

2. Issuer Name and Ticker or Trading Symbol
SCRIPPS E W CO /DE [SSP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
312 WALNUT STREET, 28TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP/Television

CINCINNATI, OH 45202
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Shares, \$.01 par value per share | 03/09/2011 | | C ⁽¹⁾ | | 10,000 | A | \$ 9.37 |
| Class A Common Shares, \$.01 par value per share | 03/09/2011 | | F ⁽¹⁾ | | 3,341 | D | \$ 9.37 |

Common
Voting
Shares,
\$.01 par
value per
share

0 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Stock Units | (2) | 03/09/2011 | | C | 10,000 | 03/09/2011 03/09/2014 | Restricted Stock Units 10,000 |
| Option | \$ 8.01 | | | | | 02/20/2003 02/19/2012 | Class A Common 5,630 |
| Option | \$ 8.52 | | | | | 02/26/2004 02/25/2013 | Class A Common 3,750 |
| Option | \$ 10.47 | | | | | 02/25/2005 02/24/2014 | Class A Common 9,380 |
| Option | \$ 9.9 | | | | | 02/10/2006 02/09/2013 | Class A Common 9,380 |
| Option | \$ 10.44 | | | | | 02/22/2007 02/21/2014 | Class A Common 21,900 |
| Option | \$ 10.41 | | | | | 02/22/2008 02/21/2015 | Class A Common 34,420 |
| Option | \$ 9.09 | | | | | 02/21/2009 02/20/2016 | Class A Common 46,940 |
| Restricted Stock Units | (3) | | | | | 03/05/2010 03/05/2013 | Restricted Stock Units 116,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lawlor Brian G. 312 WALNUT STREET 28TH FLOOR CINCINNATI, OH 45202 | | | Sr. VP/Television | |

Signatures

| | |
|---|---------------------|
| William Appleton, Attorney-in-fact for Brian G. Lawlor | 03/11/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

Explanation of Responses:

- * 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).
- (1) One-fourth of a 2010 restricted stock unit award vested on March 9, 2011. The terms of this incentive award mandate that the Company withhold shares to satisfy the reporting person's tax obligation.
- (2) One-fourth of a 2010 restricted stock unit award vested on March 9, 2011. Remaining restricted stock unit awards will vest in equal parts on March 9, 2012, 2013, and 2014 pursuant to their terms. Upon vesting, each restricted stock unit converts into one Class A Common share of the Company.
- (3) This restricted stock unit award will vest in equal parts on March 5, 2012 and 2013. Upon vesting, each restricted stock unit will convert into one Class A Common share of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.