

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)

Delaware
(State or other jurisdiction of
incorporation or organization)

51-0304972
(I.R.S. Employer
Identification No.)

1105 N. Market Street, Wilmington, Delaware
(Address of Principal Executive Offices)

19801
(Zip Code)

THE E.W. SCRIPPS COMPANY
1994 NON-EMPLOYEE DIRECTORS' STOCK OPTION PLAN
(Full title of the plan)

M. DENISE KUPRIONIS
Secretary
The E.W. Scripps Company
1105 N. Market Street
Wilmington, Delaware 19801
(Name and address of agent for service)

(302) 478-4141
(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)	Amount of registration fee
Class A Common Stock \$.01 par value	50,000	\$30.13/30.625	\$1,523,825	\$526

(1) Also includes an indeterminable number of additional shares that may become issuable pursuant to the anti-dilution provisions of the Plan.

(2) Estimated in accordance with Rule 457 solely for the purpose of determining the registration fee. The fee with respect to 15,000 shares is based on \$ 30.13, the exercise price per share of options granted to date, and, with respect to the remaining shares, on \$30.625, the average of the high and low sale prices on May 24, 1995, of the registrant's Class A Common Stock as reported on the New York Stock Exchange.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The shares of Class A Common Stock registered by The E.W. Scripps Company (the "Company") pursuant to this Registration Statement will be issued under the Company's 1994 Non-Employee Directors' Stock Option Plan (the "Plan").

Item 3. Incorporation of Documents by Reference.

The documents listed in (a) through (c) below are incorporated by reference in the registration statement. All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") subsequent to the date of the filing of this registration statement and prior to the filing of a post-effective amendment that indicates that all securities registered hereunder have been sold, or that de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be a part hereof from the date of the filing of such documents.

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 1994;

(b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the Annual Report on Form 10-K referenced above; and

(c) The description of the Company's Class A Common Stock contained in the Company's Registration Statement on Form 8-A, declared effective June 29, 1988, pursuant to Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

The legality of the Common Shares offered hereby has been passed upon for the Company by Baker & Hostetler, Cleveland, Ohio. John H. Burlingame, a director of the Company, is a partner of Baker & Hostetler.

Item 6. Indemnification of Directors and Officers.

The Certificate of Incorporation of the Registrant provides for indemnification of directors and officers to the fullest extent permitted under Section 145 of the Delaware General Corporation Law.

The Registrant is permitted by its Certificate of Incorporation to maintain insurance on behalf of its directors and officers against any loss arising from any claim asserted against them in such capacities, subject to certain exclusions.

Item 8. Exhibits.

Exhibit Number	Description of Exhibit
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4 (a)	The E.W. Scripps Company 1994 Non-Employee Directors' Stock Option Plan
4 (b)	Certificate of Incorporation of The E.W. Scripps Company(1)
4 (c)	Bylaws of The E.W. Scripps Company(2)
5	Opinion of Baker & Hostetler as to legality of the Class A Common Shares being registered
23(a)	Consent of Deloitte & Touche LLP
23(b)	Consent of Baker & Hostetler (included in Opinion filed as Exhibit 5 hereto)
24	Powers of Attorney

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- (1) Incorporated by reference from Registration Statement on Form S-8 (No. 33-32740) filed on December 27, 1989.
- (2) Incorporated by reference from Annual Report on Form 10-K for 1992 filed on March 19, 1993.

Item 9. Undertakings

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
- (2) That, for the purpose of determining any liability under the Securities Act of 1933 (the "Act"), each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant further undertakes that, for purposes of determining any liability under the Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to

be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under Item 6 above or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the 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 May 30, 1995.

THE E.W. SCRIPPS COMPANY

By _____ *

Lawrence A. Leser,
Chairman and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on May 30, 1995 by the following persons in the capacities indicated below.

Signature -----	Title -----
* ----- Lawrence A. Leser	Director; Chairman and Chief Executive Officer (Principal Executive Officer)
* ----- Daniel J. Castellini	Senior Vice President, Finance & Administration (Principal Financial and Accounting Officer)
* ----- Charles E. Scripps	Director
* ----- Robert P. Scripps	Director
* ----- William R. Burleigh	Director; President and Chief Operating Officer
* ----- Paul K. Scripps	Director
* ----- John H. Burlingame	Director

*

Director

Nicholas B. Paumgarten

*

Director

Daniel J. Meyer

*

Director

David R. Huhn

* 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

EXHIBIT INDEX

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THE E.W. SCRIPPS COMPANY
1994 NON-EMPLOYEE DIRECTORS' STOCK OPTION PLAN

1. Purpose.

The Plan shall be known as The E.W. Scripps Company 1994 Non-Employee Directors' Stock Option Plan. The purpose of The E.W. Scripps Company 1994 Non-Employee Directors' Stock Option Plan (hereinafter referred to as the "Plan") is to strengthen the alignment of interests between non-employee directors (hereinafter referred to as "Participants") and the shareholders of The E.W. Scripps Company (hereinafter referred to as the "Company") through the increased ownership of shares of the Company's Class A Common Stock.

The Plan shall be subject to approval by the holders of the Company's Common Voting Stock at the Company's 1995 annual meeting of stockholders.

2. Limitation on Number of Shares for the Plan.

The total number of shares of Class A Common Stock of the Company that may be made subject to options awarded under the Plan shall be 50,000.

3. Limitation on Amendments to the Plan.

The Plan may not be amended more than once every six months, other than to comport with changes in the Internal Revenue Code of 1986, as amended (the "Code"), the Employee Retirement Income Security Act, as amended, or the rules under either of the foregoing acts.

4. Participating.

Participation in the Plan shall be limited to all non-employee Directors of the Company elected by the holders of the Company's Class A Common Stock.

5. Nonqualified Options.

Directors elected by the holders of the Company's Class A Common Stock shall receive an option for 5,000 shares of Class A Common Stock at the time of their initial election. At the implementation of this Plan, effective December 9, 1994, each director currently in office shall receive an option for 5,000 shares of Class A Common Stock, subject to shareholder approval, as referenced in number I above, at the 1995 annual meeting of stockholders.

All options granted under the Plan shall be subject to the following terms and conditions.

A. Price.

The price per share deliverable upon the exercise of each option ("exercise price") shall be equal to 100% of the Fair Market Value of the shares on the date the option is granted.

The Fair Market Value of a share of Class A Common Stock of the Company shall mean, with respect to the date in question, the average of the highest and lowest officially-quoted selling prices on the New York Stock Exchange.

B. Cash Exercise.

Options may be exercised in whole or in part upon payment of the exercise price of the shares to be acquired. Payment shall be made in cash or in shares of Class A Common Stock previously acquired by the Participant or a combination of cash and shares of Class A Common Stock. The Fair Market Value of shares of Class A Common Stock tendered on exercise of options shall be determined on the date of exercise.

C. Cashless Exercise.

Options may be exercised in whole or in part upon delivery to the Secretary of the Company of an irrevocable written notice of exercise. The date on which such notice is received by the Secretary shall be the date of exercise of the option, provided that within five business days of the delivery of such notice the funds to pay for exercise of the option are delivered to the Company by a broker acting on behalf of the optionee either in connection with the sale of the shares underlying the option or in connection with the making of a margin loan to the optionee to enable payment of the exercise price of the option. In connection with the foregoing, the Company will provide a copy of the notice of exercise of the option to the aforesaid broker upon receipt by the Secretary of such notice and will deliver to such broker, within five business days of the delivery of such notice to the Company, a certificate or certificates (as requested by the broker) representing the number of shares underlying the option that have been sold by such broker for the optionee.

D. Terms of Options.

The initial stock option award effective on December 9, 1994 shall be exercisable on December 9, 1995. All other stock option awards shall be exercisable on the first anniversary of the director's election.

The term of each option shall be ten years from the date it is granted. Shares may be purchased in whole or in part at any time after the option becomes

exercisable, subject to a minimum exercise of 100 shares.

6. Withholding of Taxes.

The Company may require, as a condition to any grant under the Plan or to the delivery of certificates for shares issued hereunder, that the 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 any grant or any delivery of shares. The Committee, in its sole discretion, may permit participants to pay such taxes through the withholding of shares otherwise deliverable to such participant in connection with such grant or the delivery to the Company of shares otherwise acquired by the Participant. The Fair Market Value of shares of Class A Common Stock withheld by the Company or tendered to the Company for the satisfaction of tax withholding obligations under this section shall be determined on the date such shares are withheld or tendered. The Company, to the extent permitted or required by law, shall have the right to deduct from any payment of any kind otherwise due to a grantee any federal, state or local taxes of any kind required by law to be withheld with respect to any grant or to the delivery of shares under the Plan, or to retain or sell without notice a sufficient number of the shares to be issued to such grantee to cover any such taxes, provided that the Company shall not sell any such shares if such sale would be considered a sale by such grantee for purposes of Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act").

7. Written Agreement.

Each director to whom a grant is made under the Plan shall enter into a written agreement with the Company that shall contain such provisions, consistent with the provisions of the Plan, as may be established by the Company.

8. Transferability.

No option granted under the Plan shall be transferable by a director otherwise than by will or the laws of descent and distribution or pursuant to a qualified domestic relations order as defined by the Code or Title I of the Employee Retirement Income Security Act, or the rules thereunder. An option may be exercised only by the optionee or grantee thereof or his guardian or legal representative.

9. Adjustments.

In the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, distribution of assets, or any other change in the corporate structure or shares of the Company, the Company shall make such adjustments as it deems appropriate in the number and kind of shares reserved for issuance under the Plan, in the number and kind of shares covered by options granted under the Plan, and in the exercise price of outstanding options. In the event of any merger,

consolidation or other reorganization in which the Company is not the surviving or continuing corporation, all stock option awards that were granted hereunder and that are outstanding on the date of such event shall be assumed by the surviving or continuing corporation.

10. Listing and Registration.

If the Company determines that the listing, registration, or qualification upon any securities exchange or under any law of shares subject to any option granted under the Plan is necessary or desirable as a condition of, or in connection with, the granting of same or the issue or purchase of shares thereunder, no such option may be exercised in whole or in part, or no shares issued unless such listing, registration or qualification is effected free of any conditions not acceptable to the Company.

11. Duration of Plan.

This Plan shall become effective as of December 9, 1994 subject to approval before December 1, 1995 by the affirmative vote of the holders of a majority of the Common Voting Stock of the Company present, or represented, and entitled to vote at a meeting duly held. All options awarded prior to approval of the Plan by such shareholders may not be exercised until such approval is obtained and shall be canceled and forfeited in the event such approval is not obtained. This Plan will terminate on December 8, 2004 but no such termination shall affect the prior rights under this Plan of the Company or of any Participant who has received an option hereunder.

12. Additional Provisions.

A Participant may elect to (i) have shares withheld from a grant or an award made under the Plan or tender shares to the Company in order to satisfy the tax withholding consequences of a grant or an award made under the Plan, only during the period beginning on the third business day following the date on which the Company releases the financial information specified in 17 C.F.R. Section 240.16b-3 (e) (1) (ii) and ending on the twelfth business day following such date.

Notwithstanding the foregoing, a Participant may elect to have shares withheld on exercise of an option granted under the Plan in order to satisfy tax withholding consequences thereof by providing the Company with a written election to so withhold at least six months in advance of the withholding of shares otherwise issuable upon exercise of such option.

May 30, 1995

Exhibit 5

The E.W. Scripps Company
1105 N. Market Street
Wilmington, Delaware 19801

Gentlemen:

We have acted as counsel to The E.W. Scripps Company, a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") filed under the Securities Act of 1933 (the "Act") relating to the reservation of 50,000 shares of Class A Common Stock, \$.01 par value (the "Common Stock"), of the Company for issuance under the Company's 1994 Non-Employee Directors' Stock Option Plan (the "Plan").

In connection with the foregoing, we have examined: (a) the Certificate of Incorporation and Bylaws of the Company, (b) the Plan, and (c) such records of the corporate proceedings of the Company and such other documents as we deemed necessary to render this opinion.

Based on such examination, we are of the opinion that:

1. The Company is a corporation duly organized and validly existing under the laws of the State of Delaware.

2. The Common Stock available for issuance under the Plan, when issued pursuant to the Plan upon exercise of options granted thereunder, will have been legally issued, and will be fully paid and nonassessable.

We hereby consent to the use of this Opinion as Exhibit 5 to the Registration Statement and the reference to our firm in Item 5 of Part II of the Registration Statement.

Very truly yours,

/s/ Baker & Hostetler

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of The E.W. Scripps Company and subsidiary companies on Form S-8 of our report dated January 23, 1995 (which expresses an unqualified opinion and includes explanatory paragraphs relating to the changes in accounting for certain investments and for postretirement benefits other than pensions) appearing in the Annual Report on Form 10-K of The E.W. Scripps Company and subsidiary companies for the year ended December 31, 1994.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio
May 30, 1995

EXHIBIT 24

POWER OF ATTORNEY

We, the undersigned directors and officers of The E.W. Scripps Company, a Delaware corporation (the "Company"), hereby constitute and appoint Daniel J. Castellini, M. Denise Kuprionis and William Appleton as our true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for us and in our stead, in any and all capacities to execute and file a registration statement on Form S-8 pursuant to the Securities Act of 1933 in order to register shares of the Company's Class A Common Stock under such Act for issuance to non-employee directors of the Company elected by the holders of Class A Common Stock under the Company's 1994 Non-Employee Directors' Stock Option Plan as it may be amended now or from time to time, and all amendments to such registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing necessary or advisable to be done in and about the premises, hereby ratifying and confirming all that said attorney-in-fact and agent or substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, we have executed this power on May 12, 1995 in Cincinnati, Ohio.

/s/ Lawrence A. Leser ----- Lawrence A. Leser, Chairman and Chief Executive Officer	/s/ Daniel J. Meyer ----- Daniel J. Meyer, Director
/s/ Charles E. Scripps ----- Charles E. Scripps, Director	/s/ Nicholas B. Paumgarten ----- Nicholas B. Paumgarten, Director
/s/ William R. Burleigh ----- William R. Burleigh, Director	/s/ John H. Burlingame ----- John H. Burlingame, Director
/s/ Robert P. Scripps ----- Robert P. Scripps, Director	/s/ David R. Huhn ----- David R. Huhn, Director
/s/ Paul K. Scripps ----- Paul K. Scripps, Director	/s/ Daniel J. Castellini ----- Daniel J. Castellini, Senior Vice President, Finance & Administration

EXHIBIT 24

POWER OF ATTORNEY

The E.W. Scripps Company, a Delaware corporation, which proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, a registration statement on Form S-8 with respect to the Company's Class A Common Stock, \$.01 par value, reserved for issuance under the Company's 1994 Non-Employee Directors' Stock Option Plan, hereby constitutes and appoints Daniel J. Castellini, M. Denise Kuprionis and William Appleton, and each of them, as the attorney of the Company, with full power of substitution and resubstitution, for and in the name, place and stead of the Company, to sign and file the proposed registration statement and any and all amendments and exhibits thereto, and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to such securities or such registration, with full power and authority to do and perform any and all acts and things whatsoever requisite to be done in the premises, hereby ratifying and approving the acts of such attorney or any such substitute.

IN WITNESS WHEREOF, The E.W. Scripps Company has caused this power of attorney to be signed on its behalf by the undersigned in Cincinnati, Ohio, on May 12, 1995.

 THE E.W. SCRIPPS COMPANY

By: /s/ Lawrence A. Leser

 Lawrence A. Leser, Chairman
 and Chief Executive Officer

And: /s/ M. Denise Kuprionis

 M. Denise Kuprionis, Secretary