SCRIPPS E W CO /DE Form SC 13G/A February 13, 2009

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

SCHEDULE 13G (Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2 Under the Securities Exchange Act of 1934 (Amendment No. 1)*

The E.W. Scripps Company (Name of Issuer)

Class A Common Stock (Title of Class of Securities)

811054204 (CUSIP Number)

December 31, 2008

Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

oRule 13d-1(b) xRule 13d-1(c) oRule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NO.	CUSIP 811054204	13G	Page 2 of 17 Pages			
1.	NAME OF REPORTING S.S. OR I.R.S. IDENTIFIC		ABOVE PERSON			
	Citadel Investment Group	Citadel Investment Group, L.L.C.				
2.	CHECK THE APPROPRI (a) x (b) o	IATE BOX IF A M	EMBER OF A GROUP			
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLAC Delaware limited liability		TION			
	NUMBER OF SHARES	5.	SOLE VOTING POWER 0			
	BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER			
	EACH REPORTING PERSON		1,716,765 shares			
	WITH	7.	SOLE DISPOSITIVE POWER 0			
		8.	SHARED DISPOSITIVE POWER See Row 6 above.			
9.	AGGREGATE AMOUNT See Row 6 above.	Γ BENEFICIALLY	OWNED BY EACH REPORTING PERSON			
10	CHECK BOX IF THE ACCEPTAIN SHARES	GGREGATE AMO o	UNT IN ROW (9) EXCLUDES			
11	. PERCENT OF CLASS RI	EPRESENTED BY	AMOUNT IN ROW (9)			
	Approximately $4.1\%(\underline{1})$ as	s of December 31, 2	2008			
12	. TYPE OF REPORTING I	PERSON				

1 Based on 41,628,692 outstanding shares of the Class A Common Stock of Issuer, as reported in the Issuer's Quarterly Report on From 10-Q for the quarter ended September 30, 2008, as filed with the Securities and Exchange Commission on November 10, 2008.

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CUSIP NO. 811054204 13G Page 3 of 17 Pages 1. NAME OF REPORTING PERSON

NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Investment Group II, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

5. **SOLE VOTING POWER** NUMBER OF **SHARES BENEFICIALLY** 6. SHARED VOTING POWER OWNED BY **EACH** 1,716,765 shares **REPORTING PERSON** WITH 7. SOLE DISPOSITIVE POWER 8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately $4.1\%(\underline{2})$ as of December 31, 2008

12. TYPE OF REPORTING PERSON OO; HC

² See footnote 1 above.

NO.	CUSIP 811054204	13G	Page 4 of 17 Page	ages
1.	NAME OF REPORTIN S.S. OR I.R.S. IDENTI		OF ABOVE PERSON	N
	Citadel Limited Partner	rship		
2.	CHECK THE APPROI (a) x (b) o	PRIATE BOX IF	A MEMBER OF A G	ROUP
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLA Delaware limited partne		IIZATION	
	NUMBER OF SHARES	5.	SOLE VO	ΓING POWER
	BENEFICIALLY	6.	SHARED	VOTING POWER
	OWNED BY EACH REPORTING PERSON		1,716,765	shares
	WITH	7.	SOLE DIS 0	POSITIVE POWER
		8.	SHARED See Row 6	DISPOSITIVE POWER above.
9.	AGGREGATE AMOU See Row 6 above.	INT BENEFICIA	LLY OWNED BY E	ACH REPORTING PERSON
10	. CHECK BOX IF THE CERTAIN SHARES	AGGREGATE A	MOUNT IN ROW (9 o) EXCLUDES
11.	. PERCENT OF CLASS	REPRESENTEI	BY AMOUNT IN R	OW (9)
	Approximately 4.1%(3) as of December	31, 2008	
12.	. TYPE OF REPORTING PN; HC	G PERSON		

³ See footnote 1 above.

NO.	CUSIP 811054204	13G	Page 5 of 17 Pages	
1.		TING PERSON TIFICATION NO. O	F ABOVE PERSON	
	Kenneth Griffin			
2.	CHECK THE APPR (a) x (b) o	OPRIATE BOX IF A	MEMBER OF A GROUP	
3.	SEC USE ONLY			
4.	CITIZENSHIP OR I U.S. Citizen	PLACE OF ORGANIZ	ZATION	
	NUMBER OF SHARES	5.	SOLE VOTING POWER 0	
	BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER	
EACH REPORTING			1,716,765 shares	
	PERSON WITH	7.	SOLE DISPOSITIVE POWER 0	
		8.	SHARED DISPOSITIVE POWER See Row 6 above.	
9.	AGGREGATE AMO See Row 6 above.	OUNT BENEFICIALI	LY OWNED BY EACH REPORTING PERSON	
10.	CHECK BOX IF THE CERTAIN SHARES		OUNT IN ROW (9) EXCLUDES 0	
11.	PERCENT OF CLA	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	Approximately 4.1%	$o(\underline{4})$ as of December 31	, 2008	
12.	TYPE OF REPORTI	ING PERSON		

⁴ See footnote 1 above.

	CUSIP	13G	Page 6 of 17 Pages
NO.	811054204	100	1 490 0 01 17 1 4900
1.	NAME OF REPOR		OF ABOVE PERSON
	Citadel Holdings I	LP	
2.	CHECK THE APP (a) x (b) o	PROPRIATE BOX IF	A MEMBER OF A GROUP
3.	SEC USE ONLY		
4.	CITIZENSHIP OF Delaware limited p	R PLACE OF ORGAN partnership	NIZATION
	NUMBER OF SHARES	5.	SOLE VOTING POWER 0
	BENEFICIALLY	6.	SHARED VOTING POWER
	OWNED BY EACH REPORTING		1,716,765 shares
	PERSON WITH	7.	SOLE DISPOSITIVE POWER 0
		8.	SHARED DISPOSITIVE POWER See Row 6 above.
9.	AGGREGATE AN See Row 6 above.	MOUNT BENEFICIA	LLY OWNED BY EACH REPORTING PERSON
10.	CHECK BOX IF TO CERTAIN SHARE		AMOUNT IN ROW (9) EXCLUDES 0
11.	PERCENT OF CL	ASS REPRESENTED	D BY AMOUNT IN ROW (9)
	Approximately 4.1	$1\%(\underline{5})$ as of December	31, 2008
12.	TYPE OF REPOR	TING PERSON	

⁵ See footnote 1 above.

	CUSIP 811054204	13G	Page 7 of 17 Page	es
1.		ORTING PERSON DENTIFICATION NO. (OF ABOVE PERSON	
	Citadel Holdings	II LP		
2.	CHECK THE Al (a) x (b) o	PPROPRIATE BOX IF A	A MEMBER OF A GR	OUP
3.	SEC USE ONLY	′		
4.	CITIZENSHIP O	OR PLACE OF ORGANI I partnership	IZATION	
	NUMBER OF SHARES	5.	SOLE VOTI 0	NG POWER
	BENEFICIALLY	6.	SHARED VO	OTING POWER
	OWNED BY EACH REPORTING PERSON		1,716,765 sh	ares
	WITH	7.	SOLE DISPO	OSITIVE POWER
		8.	SHARED DI See Row 6 al	SPOSITIVE POWER
9.	AGGREGATE A See Row 6 above		LLY OWNED BY EAC	CH REPORTING PERSON
10.	CHECK BOX IF	THE AGGREGATE A RES	MOUNT IN ROW (9) I	EXCLUDES
11.	PERCENT OF C	CLASS REPRESENTED	BY AMOUNT IN RO	W (9)
	Approximately 4	$1.1\%(\underline{6})$ as of December 3	31, 2008	
12.	TYPE OF REPO	RTING PERSON		

PN; HC

⁶ See footnote 1 above.

	CUSIP 811054204	13G	Page	e 8 of 17 Pages
1.		RTING PERSON ENTIFICATION NO). OF ABOV	E PERSON
	Citadel Advisors L	LC		
2.	CHECK THE APP (a) x (b) o	PROPRIATE BOX I	F A МЕМВІ	ER OF A GROUP
3.	SEC USE ONLY			
4.	CITIZENSHIP OR Delaware limited li	PLACE OF ORGA	NIZATION	
	NUMBER OF SHARES	5		SOLE VOTING POWER 0
	BENEFICIALLY OWNED BY	6		SHARED VOTING POWER
	EACH REPORTING			1,716,765 shares
	PERSON WITH	7		SOLE DISPOSITIVE POWER 0
		8		SHARED DISPOSITIVE POWER See Row 6 above.
9.	AGGREGATE AM See Row 6 above.	MOUNT BENEFICI	ALLY OWN	IED BY EACH REPORTING PERSON
10.	CHECK BOX IF T		AMOUNT I	N ROW (9) EXCLUDES
11.	PERCENT OF CL	ASS REPRESENTE	ED BY AMO	OUNT IN ROW (9)
	Approximately 4.1	$\%(\underline{7})$ as of December	er 31, 2008	
12.	TYPE OF REPOR'	TING PERSON		

⁷ See footnote 1 above.

CUSIP 13G Page 9 of 17 Pages NO. 811054204 NAME OF REPORTING PERSON 1. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Equity Fund Ltd. 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. Cayman Islands company 5. SOLE VOTING POWER NUMBER OF 0 **SHARES BENEFICIALLY** 6. SHARED VOTING POWER OWNED BY **EACH** 1,716,765 shares REPORTING **PERSON** WITH 7. SOLE DISPOSITIVE POWER 8. SHARED DISPOSITIVE POWER See Row 6 above. 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above. 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES **CERTAIN SHARES** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. Approximately 4.1%(8) as of December 31, 2008

CO

12.

TYPE OF REPORTING PERSON

⁸ See footnote 1 above.

CUSIP 13G Page 10 of 17 Pages NO. 811054204 NAME OF REPORTING PERSON 1. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Derivatives Group LLC 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. Delaware limited liability company 5. **SOLE VOTING POWER** NUMBER OF **SHARES BENEFICIALLY** 6. SHARED VOTING POWER OWNED BY **EACH** 1,716,765 shares **REPORTING PERSON** WITH 7. SOLE DISPOSITIVE POWER 8. SHARED DISPOSITIVE POWER See Row 6 above. 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above. 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES **CERTAIN SHARES** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. Approximately 4.1%(2) as of December 31, 2008

OO; BD

12.

TYPE OF REPORTING PERSON

⁹ See footnote 1 above.

CUSIP 13G Page 11 of 17 Pages NO. 811054204 NAME OF REPORTING PERSON 1. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Derivatives Trading Ltd. 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. Cayman Islands company 5. **SOLE VOTING POWER** NUMBER OF 0 **SHARES BENEFICIALLY** 6. SHARED VOTING POWER OWNED BY **EACH** 1,716,765 shares REPORTING **PERSON** WITH 7. SOLE DISPOSITIVE POWER 8. SHARED DISPOSITIVE POWER See Row 6 above. 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above. 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES **CERTAIN SHARES** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. Approximately $4.1\%(\underline{10})$ as of December 31, 2008

CO

12.

TYPE OF REPORTING PERSON

¹⁰ See footnote 1 above.

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Item Name of The E.W. 1(a) Issuer: Scripps Company

1(b) Address of Issuer's Principal Executive

Offices:

312 Walnut Street Cincinnati, Ohio 45202

Item Name of 2(a) Person

Filing(<u>11</u>)

Item Address of Principal

2(b) Business Office

Item Citizenship

2(c)

Citadel

Investment

Group,

L.L.C.

131 S.

Dearborn

Street

32nd Floor

Chicago,

Illinois

60603

Delaware

limited

liability

company

Citadel

Investment

Group II,

L.L.C.

131 S.

Dearborn

Street

32nd Floor

Chicago, Illinois 60603 Delaware limited liability company

Citadel Limited Partnership 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited partnership

Kenneth Griffin 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Holdings I LP c/o Citadel Investment Group II, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited partnership

11 Citadel Holdings Ltd., a Cayman Islands company ("CH"), is majority owned by Citadel Kensington Global Strategies Fund Ltd., a Bermuda company ("CKGSF"). Citadel Equity Fund Ltd. ("CEF") is a subsidiary of CH. CKGSF and CH do not have control over the voting or disposition of securities held by CEF. Citadel Derivatives Group LLC ("CDG") is majority owned by Citadel Derivatives Group Investors, LLC, a Delaware limited liability company ("CDGI"). CDGI does not have control over the voting or disposition of securities held by CDG. Citadel Derivatives Trading Ltd. ("CDT") is majority owned by CLP Holdings LLC, a Delaware limited liability company ("CLPH"). CLPH does not have control over the voting or disposition of securities held by CDT.

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Citadel

Holdings II

LP

c/o Citadel

Investment

Group II,

L.L.C.

131 S.

Dearborn

Street

32nd Floor

Chicago,

Illinois

60603

Delaware

limited

partnership

Citadel

Advisors

LLC

c/o Citadel

Investment

Group II,

L.L.C.

1 3 1 S.

Dearborn

Street

32nd Floor

Chicago,

 $I\,l\,l\,i\,n\,o\,i\,s$

60603

Delaware

limited

liability

company

Citadel

Equity

Fund Ltd.

c/o Citadel

Investment

Group,

L.L.C.

131 S.

Dearborn

Street
32nd Floor
Chicago,
Illinois
60603
Cayman
Islands
company

Citadel Derivatives Group LLC c/o Citadel Investment Group II, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited

liability company

Citadel

Derivatives Trading Ltd. c/o Citadel Investment Group II, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman $I\;s\;l\;a\;n\;d\;s$

company

2(d) Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share

2(e)	CUSIP Number	811054204
Item 3 person fil		If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the
(a)	[_]	Broker or dealer registered under Section 15 of the Exchange Act;
(b)	[]	Bank as defined in Section 3(a)(6) of the Exchange Act;
(c)	[_]	Insurance company as defined in Section 3(a)(19) of the Exchange Act;
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(d)	[]	Investment company Company Act;	registered under Section 8 of the Investment
(e)	[]	An investment adviser	n accordance with Rule 13d-1(b)(1)(ii)(E);
(f)	[]	An employee benefit pl 13d-1(b)(1)(ii)(F);	an or endowment fund in accordance with Rule
(g)	[]	A parent holding comp 13d-1(b)(1)(ii)(G);	any or control person in accordance with Rule
(h)	[]	A savings association a Insurance Act;	s defined in Section 3(b) of the Federal Deposit
(i)	[_]	-	excluded from the definition of an investment 3(c)(14) of the Investment Company Act;
(j)	[]	Group, in accordance w	ith Rule 13d-1(b)(1)(ii)(J).
If this statement is fi	iled pu	rsuant to Rule 13d-1(c), c	heck this box. x
Item 4	(Ownership:	
CITADEL INVESTMENT GROUP, L.L.C. CITADEL INVESTMENT GROUP II, L.L.C. CITADEL LIMITED PARTNERSHIP KENNETH GRIFFIN CITADEL HOLDINGS I LP CITADEL HOLDINGS II LP CITADEL ADVISORS LLC			

CITADEL EQUITY FUND LTD. CITADEL DERIVATIVES GROUP LLC CITADEL DERIVATIVES TRADING LTD.
(a) Amount beneficially owned:
1,716,765 shares
(b) Percent of Class:
Approximately $4.1\%(\underline{12})$ as of December 31, 2008
(c) Number of shares as to which such person has:
(i) sole power to vote or to direct the vote:
0
12 See footnote 1 above.
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(ii) shared power to vote or to direct the vote:

See Item 4(a) above.

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

See Item 4(a) above.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

See Item 2 above.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* John C. Nagel is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 13th day of February, 2009.

KENNETH GRIFFIN CITADEL EQUITY FUND LTD.

B y : / s / J o h n C .By: Citadel Advisors LLC, Nagel its Portfolio Manager

John C. Nagel, attorney-in-fact*

By: Citadel Holdings II LP,
CITADEL LIMITED PARTNERSHIP its Sole Managing Member

By: Citadel Investment Group, L.L.C., its General Partner

By: Citadel Investment Group II, L.L.C., its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory
By: /s/ John C.
Nagel
John C. Nagel, Authorized Signatory

CITADEL DERIVATIVES GROUP LLC
CITADEL INVESTMENT GROUP, L.L.C.

By: Citadel Holdings I LP, its Manager

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory

By: Citadel Investment Group II, L.L.C., its General Partner CITADEL DERIVATIVES TRADING LTD.

By: /s/ John C. Nagel

John C. Nagel, Authorized Signatory

By: Citadel Advisors LLC,

its Portfolio Manager

CITADEL INVESTMENT GROUP II, L.L.C. By: Citadel Holdings II LP, its Sole Managing Member

By: /s/ John C. Nagel

John C. Nagel, Authorized Signatory

By: Citadel Investment Group II, L.L.C.,

its General Partner

CITADEL HOLDINGS I LP

By: /s/ John C. Nagel

By: Citadel Investment Group II, L.L.C., John C. Nagel, Authorized Signatory its General Partner

By: /s/ John C. Nagel John C. Nagel, Authorized Signatory

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CITADEL HOLDINGS II LP

CITADEL ADVISORS LLC

By: Citadel Investment Group II, L.L.C., its General Partner

By: Citadel Holdings II LP, its Sole Managing Member

By: /s/ John C. Nagel John C. Nagel, Authorized Signatory By: Citadel Investment Group II, L.L.C.,

its General Partner

By: /s/ John C. Nagel

John C. Nagel, Authorized Signatory

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