

E.W. SCRIPPS Co
 Form 4
 May 28, 2015

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 *
 Wesolowski Timothy M

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

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 E.W. SCRIPPS Co [SSP]

3. Date of Earliest Transaction (Month/Day/Year)
 05/26/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, CFO and Treasurer

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. Transaction 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)
				(A) or (D) Price			
Class A Common Shares, \$.01 par value per share					63,764	D	
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 or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/26/2015		J		17,323		03/09/2016	03/09/2019	Restricted Stock Units	17,323
Restricted Stock Units	<u>(2)</u>							09/01/2012	09/01/2015	Restricted Stock Units	7,087
Restricted Stock Units	<u>(4)</u>							03/15/2013	03/15/2016	Restricted Stock Units	9,426
Restricted Stock Units	<u>(5)</u>							03/09/2014	03/09/2017	Restricted Stock Units	10,580
Restricted Stock Units	<u>(6)</u>							03/09/2015	03/09/2018	Restricted Stock Units	9,574

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wesolowski Timothy M
312 WALNUT STREET, 28TH FLOOR
CINCINNATI, OH 45202

SVP, CFO
and Treasurer

Signatures

/s/ William Appleton, Attorney-in-fact for Timothy M. Wesolowski

05/28/2015

__Signature of Reporting Person

Date

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) This restricted stock unit award will vest in equal parts in 2016, 2017, 2018 and 2019. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- (2) This restricted stock unit award will vest in 2015. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- (3) Additional restricted stock units were allocated to the reporting person's account on account of the spin-off of the issuer's newspaper business on April 1, 2015.
- (4) This restricted stock unit award will vest in 2016. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- (5) This restricted stock unit award will vest in equal parts in 2016 and 2017. Upon vesting, each restricted stock unit will convert into one Class A Common Share of the Company.
- (6) This restricted stock unit award will vest in equal parts in 2016, 2017 and 2018. 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.