

BOEHNE RICHARD A
Form 4
March 17, 2009

FORM 4

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

OMB APPROVAL

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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 *
BOEHNE RICHARD A

(Last) (First) (Middle)

312 WALNUT STREET, 28TH FLOOR

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2009

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)
President & CEO

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Shares, \$.01 par value per share | 03/15/2009 | | F | (A) or (D) | \$ 1,791 (1) 1.36 | D | |
| Class A Common Shares, \$.01 par value per share | | | | | 74,961 | I | Wife's Trust |
| Common Voting | | | | | 0 | D | |

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Shares, \$.01
par value
per share

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 |
| Option | \$ 5.22 | | | | | 01/24/2001 | 01/23/2010 | Class A Common | 75,117 |
| Option | \$ 6.87 | | | | | 01/25/2002 | 01/24/2011 | Class A Common | 93,896 |
| Option | \$ 8.01 | | | | | 02/20/2003 | 02/19/2012 | Class A Common | 112,676 |
| Option | \$ 8.52 | | | | | 02/26/2004 | 02/25/2013 | Class A Common | 103,286 |
| Option | \$ 10.38 | | | | | 03/23/2005 | 03/22/2014 | Class A Common | 84,507 |
| Option | \$ 9.9 | | | | | 02/10/2006 | 02/09/2013 | Class A Common | 56,338 |
| Option | \$ 9.54 | | | | | 03/29/2007 | 03/28/2014 | Class A Common | 117,370 |
| Option | \$ 10.41 | | | | | 02/22/2008 | 02/21/2015 | Class A Common | 258,215 |
| Option | \$ 9.09 | | | | | 02/21/2009 | 02/20/2016 | Class A Common | 410,798 |
| Option | \$ 9.54 | | | | | 03/29/2007 | 03/28/2014 | Class A Common | 46,948 |

·Steven D. Williams was named the Chief Operating Officer of the Company. Mr. Williams was the Senior Vice President, Business Development of Mobilisa from August 2006 until March 14, 2008. He joined Mobilisa in February 2006 as Vice President, Business Development. Prior to that Mr. Williams was with The Analysis Group from March 2003 until February 2006. Prior to that, Mr. Williams served in numerous operational and staff positions within the United States Air Force. He was an Acquisitions Officer for seven years, completing Acquisition Professional Development Program (APDP) Level III and was on the Staff of the Secretary of the Air Force analyzing and assessing Strategic Congressional Engagement and Program Objectives Memorandum culminating in the Department of Defense budget. Mr. Williams holds Top Secret clearance and is currently a certified Federal Contracts Manger. Mr. Williams received a Master of Arts, Organizational Management from George Washington University, a Master of Business Administration from the University of North Dakota and a Bachelor of Science, Business Administration from Methodist College.

·Jeffrey Levy resigned from his position as interim Chief Executive Officer and was named non-executive Chairman of the Board of Directors.

On March 14, 2008, the Company entered into an employment agreement with Dr. Ludlow, pursuant to which Dr. Ludlow was appointed the Company's Chief Executive Officer. Dr. Ludlow will receive a salary of \$220,000 per year, be granted options to purchase 25,000 shares of the Company's common stock on March 20, 2008 that will be immediately exercisable at a price per share equal to the fair market value of the Company's common stock on the date of grant, and an annual bonus based on reasonable objectives established by the Company's Board of Directors. Dr. Ludlow will be entitled to receive benefits in accordance with the Company's existing benefit policies and will be reimbursed for company expenses in accordance with the Company's expense reimbursement policies. The employment agreement has a term of two years. Dr. Ludlow may terminate the agreement at any time on 60 days prior written notice to the Company. In addition, the Company or Dr. Ludlow may terminate the employment agreement immediately for cause, as described in the employment agreement. If the Company terminates the agreement without cause, Dr. Ludlow will be entitled to severance equal to one year of his base salary, in addition to salary already earned. If Dr. Ludlow terminates the agreement for cause, Dr. Ludlow will be entitled to receive a payment equal to \$50,000, in addition to salary already earned.

Item 9.01 Financial Statements and Exhibits.

The financial statements, selected financial information and pro-forma financial information of the Company relating to the Transaction are included in the Definitive Proxy Statement relating to the Special Meeting of Stockholders held on March 14, 2008 in the sections entitled “Mobilisa Selected Historical Financial Information” beginning on page 22, “Intelli-Check Selected Historical Financial Information” beginning on page 23, “Selected Unaudited Pro Forma Combined Financial Information” beginning on page 24, “Unaudited Pro-Forma Condensed Combined Financial Statements” beginning on page 82 and “Financial Statements” beginning on page F-1. Such information is incorporated by reference into this Current Report on Form 8-K.

Exhibits:

| Exhibit | Description |
|----------------|--|
| 10.1 | Director Agreement dated March 14, 2008 |
| 10.2 | Stockholder Agreement dated March 14, 2008 |
| 10.3 | Employment Agreement with Nelson Ludlow dated March 14, 2008 |
| 99.1 | Press Release, dated March 14, 2008 |
| 99.2 | Press Release, dated March 17, 2008 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTELLI-CHECK – MOBILISA, INC.

By: /s/ Peter J. Mundy
Name: Peter J. Mundy
Title: Chief Financial
Officer

Dated: March 20, 2008

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Exhibit Index

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