
Information contained herein is subject amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the date the registration statement becomes effective. This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

PROSPECTUS

LEE ENTERPRISES, INCORPORATED

3,293,286 SHARES OF
COMMON STOCK
\$2.00 PAR VALUE

This Prospectus pertains to an offering from time to time of up to 3,293,286 shares of common stock, \$2.00 par value (the "Shares") of Lee Enterprises, Incorporated (the "Company") held by stockholders (the "Selling Stockholders") who directly or beneficially received the Shares on March 31, 1995 in exchange for 50.25% of the outstanding shares of Journal-Star Printing Co., a subsidiary which prior to the acquisition was 49.75% owned by the Company. See "SELLING STOCKHOLDERS". The Company will not receive any proceeds from the sale of the Shares covered by this Prospectus. The Company has agreed to pay certain registration expenses in connection with this offering (excluding brokerage commissions) estimated at approximately \$41,201.67.

The distribution of the Shares by the Selling Stockholders may be effected from time to time, in one or more transactions on the New York Stock Exchange or otherwise, in special offerings, exchange distributions or secondary distributions pursuant to and in accordance with the rules of the New York Stock Exchange, in the over-the-counter market, in negotiated transactions, or a combination of such methods of sale, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The Selling Stockholders may effect such transactions by selling Shares to or through broker-dealers, and such broker-dealers may receive compensation in the form of underwriting discounts, concessions or commissions from Selling Stockholders and/or purchasers of the Shares from whom they may act as agent (which compensation may be in excess of customary commissions). See "SELLING STOCKHOLDERS" and "PLAN OF DISTRIBUTION".

The Company's Common Stock, \$2.00 par value (the "Common Stock") is traded on the New York Stock Exchange under the symbol LEE. On November 9, 1995, the Company's Board of Directors declared a two-for-one stock split on the Company's Common Stock and Class B Common Stock effected in the form of a stock dividend to holders of record on November 20, 1995. All Common Stock data has been stated herein to reflect the split. On May 1, 1997, the closing price for the Common Stock on the New York Stock Exchange was \$24 7/8.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION SHOULD NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO PURCHASE, THE COMPANY'S COMMON STOCK OR THE SHARES OFFERED BY THIS PROSPECTUS IN ANY JURISDICTION OR FROM ANY PERSON TO WHOM OR FROM WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY DISTRIBUTION OF SECURITIES MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN A CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE OF THIS PROSPECTUS.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Prospectus dated May 2, 1997

AVAILABLE INFORMATION

Lee Enterprises, Incorporated, a Delaware corporation, with principal executive

offices at 215 N. Main Street, Davenport, IA 52801, telephone number (319) 383-2100, is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information filed by the Company can be inspected and copied at the public reference facilities maintained by the Commission at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the following regional offices of the Commission: Seven World Trade Center, 13th Floor, New York, NY 10048; and Citicorp Center, 500 West Madison Street, Ste. 1400, Chicago, IL 60661. Copies of such material can also be obtained from the Public Reference Section of the Commission at Seven World Trade Center, 13th Floor, New York, NY 10048, at prescribed rates. The Company's Common Stock is listed on the New York Stock Exchange ("NYSE"). Such reports, proxy statements and other information can also be inspected at the offices of the NYSE, 20 Broad Street, New York, NY 10005. The Commission maintains a Web site that contains reports, proxy and information statements and other information regarding issuers that file electronically. The address of such site is <http://www.sec.gov>.

The Company has filed with the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, a Registration Statement on Form S-3 and exhibits thereto under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the securities offered hereby (the "Registration Statement"). This Prospectus does not contain all the information set forth in the Registration Statement which the Company has filed with the Commission, certain items of which have been omitted and are contained in schedules and exhibits to the Registration Statement as permitted by the rules and regulations of the Commission. Reference is hereby made to such omitted portions for further information about the Company and the securities offered hereby.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Prospectus incorporates documents by reference which are not presented herein or delivered herewith. The Company will provide without charge to each person to whom this Prospectus is delivered, upon written or oral request of such person, a copy of any document incorporated by reference in this Prospectus, other than exhibits to any such document not specifically described above. Requests for such documents should be directed to Sharon Bertram, Lee Enterprises, Incorporated, 400 Putnam Building, 215 N. Main Street, Davenport, IA 52801-1924 (telephone number (319) 383-2100).

The following documents filed with the Commission (file No. 1-6227) are incorporated by reference in, and made a part hereof, this Prospectus: (i) the Company's Annual Report on Form 10-K for the year ended September 30, 1996; (ii) the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1996; (iii) the Company's Current Reports on Form 8-K dated November 4, 1996 and January 30, 1997; (iv) the Company's Registration Statement on Form 8-A filed on or about February 28, 1978, containing a description of the Company's Common Stock; and (v) the Company's Registration Statement on Form 8-A filed on or about February 10, 1986, containing a description of the Company's Common Stock and Class B Common Stock.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Prospectus and prior to the termination of the offering of the Shares shall be deemed to be incorporated by reference in this Prospectus and to be a part hereof from the date of filing of such reports and documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference in this Prospectus shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

LEE ENTERPRISES, INCORPORATED

Lee Enterprises, Incorporated owns and operates nine full-service network affiliated television stations and seven satellite television stations, and publishes 19 daily newspapers and 40 weekly and specialty publications. The Company's principal executive offices are located at 400 Putnam Building, 215 N. Main Street, Davenport, IA 52801-1924 (telephone number (319) 383-2100).

SELLING STOCKHOLDERS

The following table identifies the Selling Stockholders and indicates (i) the nature of any position, office or other material relationship that such Selling Stockholder has had within the past three years with the Company (or any of its predecessors or affiliates) and (ii) the number of Shares of Common Stock owned by the Selling Stockholder prior to the offering and the number of Shares to be offered for the Selling Stockholder's account and the number of Shares and percentage of outstanding Shares to be owned by the Selling Stockholder after completion of the offering. The information is current as of May 1, 1997.

Name(1)	Position with or Relationship to the Company	Shares Owned Before the Offering	Shares Sold in the Offering	Shares and Percentage of Class Owned After the Offering
Journal Limited Partnership (2)	(2)	3,048,760	3,048,760	0 (0%)
Trust for the Benefit of Fred Seacrest/Mark T. Seacrest Share (2)	(2)	244,526	244,526	0 (0%)
James C. Seacrest Revocable Trust (2)	(2)	(2)	(2)	0 (0%)

(1) Except as otherwise indicated in the footnotes to the above table, the Company believes the Selling Stockholders have sole voting and investment powers with respect to the Shares of Common Stock shown above opposite their respective names.

(2) On March 31, 1995, the Company issued 3,293,286 shares of its Common Stock, \$2.00 par value, to Journal Limited Partnership, a Nebraska limited partnership ("JLP"), in exchange for 50.25% of the outstanding shares of Journal-Star Printing Co., an affiliate of the Company which prior to the acquisition was 49.75% owned by the Company (the "Exchange"). Subsequently, JLP distributed 244,526 of the Shares to one of its limited partners, the Trust for the Benefit of Fred Seacrest/Mark T. Seacrest Share. The voting power and investment power with respect to the Shares held in this Trust are exercised by the trustee of the Trust, National Bank of Commerce Trust and Savings Association, Lincoln, Nebraska. After the effective date of this Registration Statement, JLP will distribute 31,311 Shares to another of its limited partners, the James C. Seacrest Revocable Trust. The voting power and investment power with respect to the Shares held in this Trust will be exercised by the trustee of the Trust, National Bank of Commerce Trust and Savings Association, Lincoln, Nebraska.

SHAREHOLDERS' AGREEMENT. The Selling Stockholders' Shares delivered by the Company in the Exchange are subject to a Shareholders' Agreement between the Company and JLP dated February 27, 1995, as amended by an Addendum and Second Addendum to the Shareholders' Agreement (collectively, the "Shareholders' Agreement"), which provides for certain restrictions on the transferability of the Selling Stockholders' Shares unless such transfers are made in reliance upon an exemption under the Securities Act or pursuant to an effective Registration Statement filed under the Securities Act.

The Shareholders' Agreement also allows the Company, by notice to the Selling Stockholders, to suspend any Transfer (as defined in the Shareholders' Agreement) in order to permit updating of this Prospectus, with such updating or amendment to occur as soon as reasonably practicable after the date of the Company's notice. No Transfer may be effected until an amendment or supplement to this Registration Statement becomes effective.

The Shareholders' Agreement further provides that the Company shall use its best efforts to prepare, file and have effective a registration statement under the Securities Act with respect to the Selling Stockholders' Shares. The Shareholders' Agreement is incorporated by reference herein from Exhibit (c)(2) to the Company's Current Report on Form 8-K, filed March 31, 1995, and the Addendum to the Shareholders' Agreement and the Second Addendum to the Shareholders' Agreement are incorporated by reference herein as exhibits to this Registration Statement.

At December 31, 1996, 3,048,760 Shares held by JLP represented 8.89% and the Trust for the Benefit of Fred Seacrest/ Mark T. Seacrest Share and the James C. Seacrest Revocable Trust represented less than 1% of the Company's outstanding Common Stock, respectively. Aside from its ownership of the Company's Common Stock, JLP, the Trust for the Benefit of Fred Seacrest/Mark T. Seacrest Share and the James C. Seacrest Revocable Trust have no other material relationship with the Company or any of its affiliates, any director or officer of the Company, or any associate of such director or officer.

PLAN OF DISTRIBUTION

The distribution of the Selling Stockholders' Shares by them may be effected from time to time, in one or more transactions on the NYSE or otherwise, in special offerings, exchange distributions or secondary distributions pursuant to and in accordance with the rules of the NYSE, in the over-the counter market, in negotiated transactions, or a combination of such methods of sale, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The Selling Stockholders may effect such transactions by selling Shares to or through broker-dealers, and such broker-dealers may receive compensation in the form of underwriting discounts, concessions or commissions from Selling Stockholders and/or purchasers of Shares for whom they may act as agent (which compensation may be in excess of customary commissions). Selling Stockholders and broker-dealers that participate with the Selling Stockholders in the distribution of the Shares may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act, and any commissions received by them and any profit on the resale of the Selling Stockholders' Shares may be deemed to be underwriting compensation.

LEGAL OPINION

The legality of the Common Stock offered hereby has been passed upon by Lane & Waterman, 600 Norwest Bank Building, 220 N. Main Street, Ste. 600, Davenport, Iowa. C. D. Waterman III, a partner in said firm, is the Secretary of the Company. As of March 1, 1997, attorneys in the firm of Lane & Waterman beneficially own 33,814 shares of the Company's Common Stock and 30,286 shares of the Company's Class B Common Stock.

EXPERTS

The consolidated financial statements of the Company for the years ended September 30, 1996, 1995 and 1994 incorporated by reference herein, have been audited by McGladrey & Pullen, LLP, independent certified public accountants, to the extent and for the periods indicated in their report and have been incorporated by reference herein, and upon the authority of such firm as experts in accounting and auditing.

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following is an estimate, subject to future contingencies, of the expenses to be incurred by the Company in connection with distribution of the securities being registered:

Registration Fee	\$23,701.67
Legal Fees and Expenses	\$16,000.00
Accounting Fees and Expenses	\$ 1,500.00
Total	\$41,201.67