

December 17, 2008

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043825-0138**VIA E-MAIL AND OVERNIGHT MAIL**Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549Re: Journal Communications, Inc. – Exclusion of Shareholder Proposal Pursuant to Rule 14a-8(i)(8)

Ladies and Gentlemen:

On behalf of our client, Journal Communications, Inc., a Wisconsin corporation (the “Company”), we respectfully request that the Staff of the Division of Corporate Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) concur with the Company’s and our view that the shareholder proposal (the “Proposal”) and the statement in support thereof (the “Supporting Statement”) submitted by Paul E. Kritzer (the “Proponent”) nominating three candidates for election as directors of the Company at the Company’s 2009 annual meeting of shareholders (the “2009 Meeting”) may be properly excluded from the proxy materials (the “2009 Proxy Materials”) to be distributed by the Company in connection with its 2009 Meeting pursuant to Rule 14a-8(i)(8) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Attached to this letter is a copy of the Proposal and the Supporting Statement submitted by the Proponent on November 20, 2008.

Pursuant to Staff Legal Bulletin No. 14D (CF), dated November 7, 2008, we are submitting this letter, along with the Proposal and the Supporting Statement, by e-mail to shareholderproposals@sec.gov. In addition, in accordance with Rule 14a-8(j)(2) under the Exchange Act, we are sending six (6) hard copies of this letter, along with the Proposal and the Supporting Statement, by overnight mail. In accordance with Rule 14a-8(j)(1) under the Exchange Act, we are simultaneously providing the Proponent with a copy of this letter and the attachments. The Company intends to file its definitive Proxy Materials with the Commission no earlier than March 19, 2009 (hence, pursuant to Rule 14a-8(j), this letter is being submitted no later than 80 calendar days before the Company intends to file its definitive 2009 Proxy Materials with the Commission).

Discussion

The Proposal seeks to nominate three individuals, including the Proponent, as candidates for election to the Company’s board of directors at the 2009 Meeting and to have that alternative slate of directors included in the Company’s 2009 Proxy Materials. Rule 14a-8(i)(8) under the Exchange Act allows a company to exclude a shareholder proposal from its proxy materials “[i]f the proposal relates to a nomination or an election for membership on the company’s board of directors or analogous governing body or a procedure for such nomination or election.” As the Commission stated in Release No. 34-56914 (dated December 6, 2007 and effective January 10, 2008), “[T]he principal purpose of [Rule 14a-8(i)(8)] is to make clear, with respect to corporate elections, that Rule 14a-8 is not the proper means for conducting campaigns or effecting reforms in elections of that nature.”¹ The Commission, in that same Release, emphasized that “[t]he proper functioning of Rule 14a-8(i)(8) is particularly critical to assuring that investors receive adequate disclosure in election contests, and that they benefit from the full protection of the antifraud provisions of the securities laws” and

¹Quoting Release No. 34-12598 (July 7, 1976).



FOLEY & LARDNER LLP

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“[a]n interpretation of Rule 14a-8(i)(8) that resulted in the Rule being used as a means to include shareholder nominees in company proxy materials would, in effect, circumvent the other proxy rules designed to assure the integrity of director elections.” Accordingly, because the Proposal relates to the nomination of individuals for election to the Company’s board of directors, we believe that the Company may properly exclude the Proposal pursuant to Rule 14a-8(i)(8).

Conclusion

Based on the foregoing, we respectfully request that the Staff concur in our opinion that the Proposal may be properly excluded from the Company’s 2009 Proxy Materials pursuant to Rule 14a-8(i)(8) under the Exchange Act. If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact me at (414) 297-5668.

Please acknowledge receipt of this letter by stamping the enclosed copy of this letter and returning it in the self-addressed stamped envelope provided for your convenience.

Very truly yours,

Russell E. Ryba

Attachments

cc: Paul E. Kritzer
Journal Communications, Inc.
(both w/ attachments)

November 20, 2008

Mary Hill Leahy, Esq.
Secretary
Journal Communications, Inc.
333 West State Street
Milwaukee, WI 53203

By Hand Delivery

Re: Notice of Proposal for 2009 Proxy Statement and 2009 Annual Meeting

Dear Ms. Leahy:

As a qualified shareholder, I submit the following Proposal (a) to nominate three (3) candidates for election as directors of Journal Communications, Inc., (b) for inclusion in the Company's 2009 Proxy Statement and (c) for consideration and approval at the 2009 Annual Meeting.

Resolved: That Douglas D. Armstrong, John B. Torinus and Paul E. Kritzer shall be included in the 2009 Proxy Statement as candidates for election as directors of Journal Communications, Inc., in addition to any director candidates proposed by the Nominating and Corporate Governance Committee, for the election to be completed at the 2009 Annual Meeting.

Furthermore, the following is submitted pursuant to Section 2.14 (a)(ii) of the By-laws of Journal Communications, Inc.:

- (a) The shareholder making this proposal is Paul E. Kritzer ("Kritzer"),
FISMA & OMB Memorandum M-07-16
- (b) Kritzer is the owner of 185,414 shares of Class A stock of the Company.
- (c) Kritzer is a holder of record of shares of the corporation entitled to vote at the Annual Meeting, and he intends to appear in person or by proxy at the meeting to make the nomination specified in this notice.
- (d) The persons to be nominated for election as a director are:
 - 1. Douglas D. Armstrong, ***FISMA & OMB Memorandum M-07-16***
FISMA & OMB Memorandum M-07-16
 - 2. John B. Torinus, ***FISMA & OMB Memorandum M-07-16***
 - 3. Paul E. Kritzer, ***FISMA & OMB Memorandum M-07-16***
- (e) There are no arrangements or understandings between Kritzer and Messrs. Armstrong or Torinus or any other person or persons pursuant to which the nominations are being made by Kritzer.
- (f) Information regarding each nominee proposed by Kritzer as is required

Mary Hill Leahy, Esq.
Secretary
Journal Communications, Inc.
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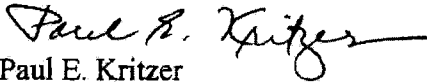
to be disclosed in solicitations of proxies for elections of directors, or would be otherwise required to be disclosed, in each case pursuant to Regulation 14A under the Exchange Act, including any information that would be required to be included in a proxy statement filed pursuant to Regulation 14A had the nominees been nominated by the Board of Directors, is provided in the attached personal profile statements.

- (g) The written consent of each nominee to be named in a proxy statement and to serve as a director of the corporation if so elected is attached hereto.

The candidates have closely reviewed the Charter of the Nominating and Corporate Governance Committee and are confident that they meet the qualifications, qualities and skills standards for a board member.

Thank you for your assistance in this matter.

Sincerely,


Paul E. Kritzer

Attachments
Profiles of Nominees
Written Consents

FISMA & OMB Memorandum M-07-16

Douglas D. Armstrong

Douglas D. Armstrong, 64, is the author of a shareholder resolution on last year's proxy that sought to protect and enhance the company's dividend. He has served in a variety of civic and educational endeavors, boards and committees since his retirement in December 2003 as president of Lexington Software Corp., of which he was the chief executive officer and majority owner for six years. Mr. Armstrong was banking reporter and a personal finance columnist for the *Milwaukee Journal Sentinel* from April 1995 to March 2000. He was a reporter, critic, columnist and editorial writer for the *Milwaukee Journal* from 1967 to 1995. Mr. Armstrong was a regular guest on radio and television news and talk programs on stations in Milwaukee, including those of Journal Communications, WTMJ, WKTI and WTMJ-TV from 1978 to 1996. Mr. Armstrong holds a degree in journalism from the University of Minnesota (B.A., 1967).

John B. Torinus Jr.

John B. Torinus Jr., 71, has been a corporate executive for 21 years, served as chief executive officer of Serigraph Inc. in West Bend, WI from 1987 to 2007, and currently serves as its chairman. Torinus led an investor group in a leveraged buy-out of Serigraph in 1987. Serigraph is a manufacturer with operations in the U.S., Mexico, China and India. He worked as business editor of the *Milwaukee Sentinel* from 1983 to 1987. He worked as an editor and general manager for newspapers in the Post Corp. from 1965 to 1980. He ran a string of suburban newspapers in the Milwaukee region from 1975 to 1980. Mr. Torinus currently serves on the board of Placon Corp. He is also president of BizStarts Milwaukee; founder of Successful Entrepreneur Investors, an angel investing group in the Milwaukee region; vice president of Competitive Wisconsin; a director of the UW-Milwaukee Foundation and Research Foundation, Wisconsin Chapter of Nature Conservancy, Ozaukee Washington Land Trust, Theda Care Center for Healthcare Value, and a member of the Milwaukee 7 Council. He writes a business column on Sundays for the *Milwaukee Journal Sentinel*. While at the *Milwaukee Sentinel*, he headed a task force on the future of the Company's two newspapers. He holds a degree in industrial administration from Yale University (1959, B.S.) and a master's degree in international relations from the University of Stockholm (1964, M.S.). Mr. Torinus served in the U.S. Marine Corps (1959-1962) and was discharged as a first lieutenant.

Paul E. Kritzer

Paul E. Kritzer, 66, is president of Duntrune, LLC, a Wisconsin limited liability corporation. He retired on December 31, 2007 after 24 years of service with Journal Communications, Inc. as its general counsel and general counsel-media. Mr. Kritzer was a vice president (1990-2007) and corporate secretary (1992-2007). Mr. Kritzer was a director of the predecessor company (1994-2001). In addition he served as a trustee for the Journal Employees Pension Plan and as secretary to the Journal Employees Stock Trust. He co-authored the company's Waukesha Newspaper Marketing Plan in 1988. Mr. Kritzer's prior experiences include: Editor & Publisher of the *Waukesha Freeman* (1980-1983); Associate Counsel of the Des Moines Register and Tribune Company

(1977-1980); Assistant Minority Counsel of the Select Committee on Small Business, U.S. House of Representatives (1972-1977); Instructor of English and Journalism and Director of Public Relations, Augusta College (now Augusta State University, Augusta, GA)(1968-1969), and Reporter and Copy Editor for the *Buffalo Evening News* (1964, 1968, 1969). He is a graduate of Williams College (B.A., Political Science, 1964), Columbia University Graduate School of Journalism (M.S., 1965) and the Georgetown University Law Center (J.D., 1972). Mr. Kritzer served in the U.S. Army in 1965-1968, and was discharged as a first lieutenant. He is a member of the Wisconsin Bar. Mr. Kritzer is a past director and president of the Milwaukee Youth Symphony Orchestra and a past director of the United Performing Arts Fund, Milwaukee Symphony, Carroll College and the Des Moines Metro Opera.

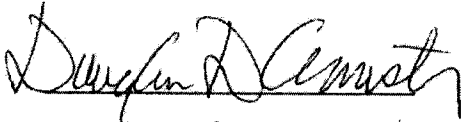
November 18, 2008

Mary Hill Leahy, Esq.
Secretary
Journal Communications, Inc.
333 West State Street
Milwaukee, WI 53203

Re: Notice

Dear Ms. Leahy:

Pursuant to section 2.14 of the by-laws of Journal Communications, Inc., I hereby give notice that I consent to be a nominee for election as a director of the Company in the spring of 2009, that I consent to be named in the 2009 Proxy Statement as a nominee, and that I shall serve as a director if elected.


Douglas D. Armstrong

Address: _____

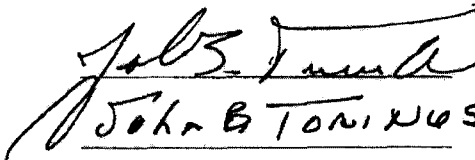
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John B. Tonixas Jr.

Address:

FISMA & OMB Memorandum M-07-16

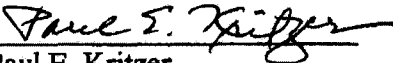
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Paul E. Kritzer

Address:

FISMA & OMB Memorandum M-07-16

- COPY -

FISMA & OMB Memorandum M-07-16

November 20, 2008

Mr. Steven J. Smith
Chairman
Journal Communications, Inc.
333 West State Street
Milwaukee, WI 53203

By Hand Delivery

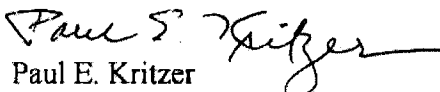
Dear Steve:

I have submitted a notice today that would put three alternative candidates for director on the 2009 Proxy. They are Doug Armstrong, John Torinus and myself.

We believe that these alternative candidates, if elected, will bring a fresh perspective to the board. Our concerns will include improvement of the stock price, preservation of the dividend, maintenance of the quality of our editorial products and attending to the welfare of our retirees and other senior shareholders.

As you know, the impact of the sub-\$2 stock price has been financially devastating to hundreds of retirees and former and current employees. These shareholders have more than half of the voting power of the company, yet they are not represented on the board of directors.

Sincerely,


Paul E. Kritzer