

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2002-12-29**  
SEC Accession No. **0001123292-03-000083**

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### SUBJECT COMPANY

#### **GANNETT CO INC /DE/**

CIK: **39899** | IRS No.: **160442930** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **5** | Act: **34** | File No.: **001-06961** | Film No.: **03547753**  
SIC: **2711** Newspapers: publishing or publishing & printing

#### Mailing Address

7950 JONES BRANCH DRIVE  
MCLEAN VA 22107-0910

#### Business Address

7950 JONES BRANCH DRIVE  
MCLEAN VA 22107-0910  
7038546000

### REPORTING OWNER

#### **EHRMAN DANIEL S JR**

CIK: **1049956** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **5**  
SIC: **2711** Newspapers: publishing or publishing & printing

#### Mailing Address

GANNETT CO INC  
7950 JONES BRANCH DRIVE  
MCLEAN VA 22107

#### Business Address

GANNETT CO INC  
7950 JONES BRANCH DRIVE  
MCLEAN VA 22107  
703-854-6000

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported  
 Form 4 Transactions Reported

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**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person*  <b>Ehrman, Jr. Daniel S.</b>	2. Issuer Name and Ticker or Trading Symbol  <b>Gannett Co., Inc. ("GCI")</b>	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 20px;"><input type="checkbox"/> Other (specify below)</span>  <b>Vice President/Planning and Development</b>
(Last) (First) (Middle)  <b>Gannett Co., Inc.</b> <b>7950 Jones Branch Drive</b>	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year  <b>December 29, 2002</b>
(Street)  <b>McLean, VA 22107</b>	5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 5 (continued)**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date, if any (Month/	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities	10. Ownership Form	11. Nature of Indirect Beneficial

(Instr. 3)	Derivative Security	(Month/Day/Year)	Day/Year	(Instr. 8)	(Instr. 3, 4 & 5)		(Month/Day/Year)		Title	Amount or Number of Shares	Beneficially Owned at End of Year (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Incentive Rights		12/09/01		M4		230	12/09/01	12/09/01	Common Stock	230	0	D	
Phantom Stock	1-for-1	12/09/01		M4	230		Immed.		Common Stock	230			
Phantom Stock	1-for-1	02/21/01		A5	611.111		Immed.		Common Stock	611.111	\$67.50		
Phantom Stock	1-for-1	02/20/02		A	520.903		Immed.		Common Stock	520.903	\$74.39	4,901.564	D

Explanation of Responses:

By: /s/ **Daniel S. Ehrman, Jr.**

**February 3, 2003**

Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, See Instruction 6 for procedure.

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