

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**

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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.: **03547851**

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

MARTORE GRACIA C

CIK: **1039026**

Type: **5**

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* Martore Gracia C. (Last) (First) (Middle) Gannett Co., Inc. 7950 Jones Branch Drive (Street) McLean, VA 22107 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Gannett Co., Inc. ("GCI") 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year December 29, 2002 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President and Chief Financial Officer 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
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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			
Common Stock	12/09/01		M4	5	A				
Common Stock	12/09/01		F4	5	D	\$68.22	2,973	D	
Common Stock							913.461 ⁽¹⁾	I	By 401(k) Plan

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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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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Incentive Rights		12/09/01		M4	210		12/09/01	12/09/01	Common Stock	210		0	D	
Phantom Stock	1-for-1	12/09/01		M4	205		Immed.		Common Stock	205				
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	554.510		Immed.		Common Stock	554.510	\$74.39	5,345.532	D	

Explanation of Responses:

(1) This information is based on a plan statement dated as of September 30, 2002.

By: /s/ **Gracia C. Martore**

February 10, 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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