

# 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. **0001123292-03-000091**

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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.: **03547863**  
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

#### **MCCORKINDALE DOUGLAS H**

CIK: **1027152**  
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*  <b>McCorkindale Douglas H.</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 checked="" 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: 100px;"><input type="checkbox"/> Other (specify below)</span>  <b>Chairman, President and Chief Executive Officer</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

(City) (State) (Zip)	<b>Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>
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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							562,116	D	
Common Stock	01/02/02		I	44.469	D	\$68.95			
Common Stock	03/13/02		I	555.277	D	\$75.50	0	I	By 401(k) Plan
Common Stock							874	I	By Spouse <sup>(1)</sup>

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).

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 (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				
Phantom Stock	1-for-1	(2)		A5	7,407.581		Immed.		Common Stock	7,407.581	(2)			
Phantom Stock	1-for-1	(3)		A	3,717.462		Immed.		Common Stock	3,717.462	(3)	93,064.368	D	

Explanation of Responses:

(1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(2) Acquired on various dates between January 1, 2001 and December 30, 2001 pursuant to Issuer's Deferred Compensation Plan, at prices ranging from \$60.4103 to \$67.60 per share.

(3) Acquired on various dates between December 31, 2001 and August 29, 2002 pursuant to Issuer's Deferred Compensation Plan, at prices ranging from \$69.6858 to \$77.68 per share.

By: /s/ **Douglas H. McCorkindale**

**February 5, 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.