

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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([HTML Version](#) on secdatabase.com)

REPORTING OWNER

SHALALA DONNA E

CIK: **1140422**

Type: **5**

Mailing Address

1352 MEMORIAL DR
ASHE BLDG RM 230
CORAL GABLE FL 33146

Business Address

1100 WILSON BLVD
ARLINGTON VA 22234

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.: **03547944**

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

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* Shalala Donna E. (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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 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)	(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					
Director Stock Option (right to buy)	\$71.50	05/07/02	A	3,500		(1)	05/07/12	Common Stock	3,500		D	
Phantom Stock	1-for-1	(2)	A5	559.359		Immed.		Common Stock	559.359	(2)		
Phantom Stock	1-for-1	(3)	A	512.548		Immed.		Common Stock	512.548	(3)	D	1,348.197

Explanation of Responses:

(1) The option vests in four equal annual installments beginning on May 7, 2003.

(2) Acquired on various dates between January 1, 2001 and December 30, 2001 pursuant to Issuer's Deferred Compensation Plan, at prices ranging from \$61.1508 to \$67.9318 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 \$69.2302 to \$77.68 per share.

By: /s/ **Todd A. Mayman**

Attorney-in-Fact

**Signature of Reporting Person

February 10, 2003

Date

**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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