

GANNETT CO INC /DE/
Form 4
March 11, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GAVAGAN GEORGE R

(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 /DE/ [GCI]

3. Date of Earliest Transaction
(Month/Day/Year)

03/10/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Vice President and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/10/2005		M		10,000 A \$ 54.31	D	
Common Stock	03/10/2005		M		7,000 A \$ 56.25	D	
Common Stock	03/10/2005		M		7,400 A \$ 59.5	D	
Common Stock	03/10/2005		S		200 D \$ 78.52	D	
Common Stock	03/10/2005		S		400 D \$ 78.55	D	

Edgar Filing: GANNETT CO INC /DE/ - Form 4

Common Stock	03/10/2005	S	200	D	\$ 78.56	25,586	D
Common Stock	03/10/2005	S	200	D	\$ 78.57	25,386	D
Common Stock	03/10/2005	S	500	D	\$ 78.58	24,886	D
Common Stock	03/10/2005	S	200	D	\$ 78.6	24,686	D
Common Stock	03/10/2005	S	500	D	\$ 78.62	24,186	D
Common Stock	03/10/2005	S	100	D	\$ 78.63	24,086	D
Common Stock	03/10/2005	S	4,000	D	\$ 78.67	20,086	D
Common Stock	03/10/2005	S	200	D	\$ 78.69	19,886	D
Common Stock	03/10/2005	S	200	D	\$ 78.75	19,686	D
Common Stock	03/10/2005	S	400	D	\$ 78.77	19,286	D
Common Stock	03/10/2005	S	1,300	D	\$ 78.78	17,986	D
Common Stock	03/10/2005	S	300	D	\$ 78.8	17,686	D
Common Stock	03/10/2005	S	700	D	\$ 78.81	16,986	D
Common Stock	03/10/2005	S	1,100	D	\$ 78.82	15,886	D
Common Stock	03/10/2005	S	700	D	\$ 78.85	15,186	D
Common Stock	03/10/2005	S	1,500	D	\$ 78.9	13,686	D
Common Stock	03/10/2005	S	700	D	\$ 78.91	12,986	D
Common Stock	03/10/2005	S	4,200	D	\$ 78.93	8,786	D
Common Stock	03/10/2005	S	500	D	\$ 78.94	8,286	D
Common Stock	03/10/2005	S	5,000	D	\$ 78.95	3,286	D
						1,155.86 ⁽¹⁾	I

Common
StockBy 401(k)
Plan

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

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 control number.

SEC 1474
(9-02)

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 54.31	03/10/2005		M	10,000	<u>(2)</u> 12/05/2010	Common Stock	10,000	
Employee Stock Option (right to buy)	\$ 56.25	03/10/2005		M	7,000	<u>(3)</u> 07/24/2010	Common Stock	7,000	
Employee Stock Option (right to buy)	\$ 59.5	03/10/2005		M	7,400	<u>(4)</u> 12/09/2007	Common Stock	7,400	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GAVAGAN GEORGE R
GANNETT CO., INC.
7950 JONES BRANCH DRIVE
MCLEAN, VA 22107

Vice President and Controller

Signatures

/s/ Todd A. Mayman,
Attorney-in-Fact

03/11/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The information in this report is based on a plan statement dated as of March 1, 2005.
 - (2) The initial option for 10,000 shares vested in four equal installments beginning on December 5, 2001.
 - (3) The initial option for 7,000 shares vested in four equal installments beginning on July 24, 2001.
 - (4) The initial option for 7,400 shares vested in four equal installments beginning on December 9, 1998.

Remarks:

First of two reports filed to report transactions by the reporting person on March 10, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.