

MARTORE GRACIA C
Form 4
December 11, 2012

FORM 4

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

OMB APPROVAL

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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 *
MARTORE GRACIA C

2. Issuer Name and Ticker or Trading Symbol
GANNETT CO INC /DE/ [GCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
GANNETT CO., INC., 7950 JONES
BRANCH DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

MCLEAN, VA 22107

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Stock | 12/07/2012 | | M | | 19,210 | A | \$ 3.75 |
| Common Stock | 12/07/2012 | | S | | 9,599 ⁽¹⁾ | D | \$ 18 |
| Common Stock | 12/10/2012 | | M | | 130,790 | A | \$ 3.75 |
| Common Stock | 12/10/2012 | | S | | 65,500 ⁽¹⁾ | D | \$ 17.7303 ⁽²⁾ |
| Common Stock | 12/10/2012 | | G | V | 74,901 ⁽¹⁾ | D | \$ 0 |

| | | | |
|--------------|-------|---|----------------|
| Common Stock | 6,068 | I | By 401(k) Plan |
|--------------|-------|---|----------------|

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 3.75 | 12/07/2012 | | M | 19,210 | ⁽³⁾ 02/24/2017 | Common Stock 19,210 |
| Employee Stock Option (Right to Buy) | \$ 3.75 | 12/10/2012 | | M | 130,790 | ⁽³⁾ 02/24/2017 | Common Stock 130,790 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTORE GRACIA C GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | X | | President and CEO | |

Signatures

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

12/11/2012

**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 reporting person sold only the shares needed to pay the option price and taxes. The remaining shares were gifted to a family trust for estate planning purposes.

The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.56 to \$17.87, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) The option is vested with respect to 150,000 shares and vests with respect to the remaining shares on February 25, 2013.

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.