

GANNETT CO INC /DE/  
Form 4  
February 28, 2014

# FORM 4

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

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

OMB APPROVAL  
OMB Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dickey Robert J.

(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)

02/26/2014

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)

Pres./US Community Publishing

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	(D)	Price
Common Stock	02/26/2014		M		25,322	A	\$ 15
							56,820
Common Stock	02/26/2014		S		25,322	D	\$ 29.4526
							(1)
Common Stock	02/27/2014		M		9,000	A	\$ 15
							40,498
Common Stock	02/27/2014		S		9,000	D	\$ 29.4634
							(2)
	02/28/2014		M		25,678	A	\$ 15
							57,176

Common Stock									
Common Stock	02/28/2014		S	25,678	D	\$ 29.4	31,498		D
Common Stock	02/28/2014		M	20,000	A	\$ 15	51,498		D
Common Stock	02/28/2014		S	20,000	D	\$ 29.5489 <u>(3)</u>	31,498		D
Common Stock							4,678.749	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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(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	
Employee Stock Option (Right to Buy)	\$ 15	02/26/2014		M	25,322	<u>(4)</u> 02/23/2018	02/23/2018	Common Stock	25,322
Employee Stock Option (Right to Buy)	\$ 15	02/27/2014		M	9,000	<u>(4)</u> 02/23/2018	02/23/2018	Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 15	02/28/2014		M	25,678	<u>(4)</u> 02/23/2018	02/23/2018	Common Stock	25,678

Employee Stock Option (Right to Buy)	\$ 15	02/28/2014	M	20,000	(4)	02/23/2018	Common Stock	20,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dickey Robert J. GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107			Pres./US Community Publishing	

Signatures

/s/ Todd A. Mayman,  
Attorney-in-Fact  
02/28/2014  
\*\*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 price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.359 to \$29.715, 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) The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.40 to \$29.50, 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.
- (3) The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.52 to \$29.5601, 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.
- (4) The option is fully vested.

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.