

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

Senior Group President/Pacific Newspaper Group

7. 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 (mm/dd/yy) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | |
|---------------------------------------|---|---|--|------------------|-----------|
| | | | Amount | (A) or (D) | Price |
| Common Stock | 10/05/01 | M | 7,200 | A | \$32.00 |
| Common Stock | 10/05/01 | S | 7,200 | D | \$61.0300 |
| Common Stock | 10/16/01 | M | 6,000 | A | \$32.00 |
| Common Stock | 10/16/01 | S | 6,000 | D | \$65.7500 |
| Common Stock | To 09/30/01 | | | | |
| Common Stock | To 09/30/01 | | | | |
| Common Stock | To 06/30/01 | | | | |
| Common Stock | To 06/30/01 | | | | |

* If the Form is filed by more than one Reporting Person, see Instruction 5 (b) (v)

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

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FORM 4 (continued)

Table II -- Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares |
|--|---|--|---|--|---|--|
| Stock Option | \$32.00 | 10/05/01 | M | 7,200 | 12/12/99 12/12/03 | Common Stock 7,200 |
| Stock Option | \$32.00 | 10/16/01 | M | 6,000 | 12/12/99 12/12/03 | Common Stock 6,000 |

Explanation of Responses:

- (1) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.
- (2) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and Trust Company.
- (3) Held by spouse and/or immediate family member of reporting person. Beneficial ownership is disclaimed.

/s/Susan Clark-Johnson

11/06/01

**Signature of Reporting Person

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 provided is insufficient. See Instruction 6 for procedure.

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Alternatively, this form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.

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