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

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| Form 4 | INC /DE/ | | | | | | | | |
|--|-----------------------------------|--|---|--|--|---|--|--|----------------------------|
| December 02, 20 | 004 | | | | | | | | |
| FORM 4 | 1 UNITED | STATES | | | | | COMMISSION | OMB | PPROVAL 3235-0287 |
| Check this bo | ЭХ | | Wa | | Number: | January 31, | | | |
| if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 | | | | | | | | Expires: Estimated burden hou response | 2005 average urs per |
| 1(b). (Print or Type Resp | onses) | | | | | | | | |
| 1. Name and Addro MCCORKIND | Symbol | er Name an ETT CO | | - | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) (First) (Middle) GANNETT CO., INC., 7950 JONES BRANCH DRIVE | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2004 | | | X Director 10% Owner X Officer (give title Other (specify below) below) Chairman, Pres and CEO | | | |
| (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) MCLEAN, VA 22107 | | | | 1 | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Tah | le I - Non-l | Derivative | Securities A | cquired, Disposed o | of. or Beneficia | llv Owned |
| | ransaction Date onth/Day/Year) | 2A. Deeme Execution any (Month/Da | ed Date, if | 3. Transactic Code (Instr. 8) | 4. Securit nAcquired Disposed (Instr. 3, 4) | ies (A) or of (D) | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect |
| Reminder: Report o | on a separate line | e for each cl | ass of sec | urities bene | Perso inform requir | ns who res nation cont ed to resp lys a curre | or indirectly. Spond to the collect ained in this form ond unless the for ntly valid OMB col | are not m | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. Pr |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | Underlying Securities | Deriv |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | Secu |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | (Inst | | |
|------------------------------|------------------------------------|------------|------------------|-----------|---|---|-------|---------------------|--------------------|-----------------|--|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | 12/01/2004 | | D | | | 1,603 | <u>(1)</u> | <u>(1)</u> | Common Stock | 1,603 | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| MCCORKINDALE DOUGLAS H GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | Х | | Chairman, Pres and CEO | | | | | |
| Signatures | | | | | | | | |
| /s/ Todd A. Mayman, Attorney-in-Fact | 12/02/ | 2004 | | | | | | |
| **Signature of Reporting Person | Dat | e | | | | | | |
| Explanation of Respo | nses: | | | | | | | |

- * 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).

Election by reporting person, effective upon vesting of 1,603 restricted stock units on December 1, 2004, to dispose of the units to the(1) issuer by receiving a credit in a deferred compensation account for the fair market value on that date of the shares of common stock underlying the units, at the rate of \$83.07 per share.

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.