

GANNETT CO INC /DE/
Form 3
July 18, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â OGDEN ROGER | | (Month/Day/Year) | GANNETT CO INC /DE/ [GCI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/15/2005 | | |
| GANNETT CO., INC.,Â 7950 JONES BRANCH DRIVE | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Pres, CEO-Gannett Broadcasting | |
| 6. Individual or Joint/Group Filing(Check Applicable Line) | | | | |
| <input checked="" type="checkbox"/> Form filed by One Reporting Person | | | | |
| <input type="checkbox"/> Form filed by More than One Reporting Person | | | | |
| MCLEAN,Â VAÂ 22107 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 404 | D | Â |
| Common Stock | 909.36 | I | By 401(k) ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Phantom Stock | Â (2) | Â (2) | Common Stock | 9,509.971 | \$ (3) | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 12/10/2006 | Common Stock | 4,600 | \$ 48.44 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 12/09/2007 | Common Stock | 7,600 | \$ 59.5 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 12/08/2008 | Common Stock | 11,560 | \$ 65 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 12/07/2009 | Common Stock | 21,000 | \$ 74.5 | D | Â |
| Employee Stock Option (right to buy) | Â (8) | 07/24/2010 | Common Stock | 11,500 | \$ 56.25 | D | Â |
| Employee Stock Option (right to buy) | Â (9) | 12/05/2010 | Common Stock | 14,000 | \$ 54.31 | D | Â |
| Employee Stock Option (right to buy) | 12/04/2001 | 12/04/2011 | Common Stock | 1,800 | \$ 69.35 | D | Â |
| Employee Stock Option (right to buy) | Â (10) | 12/02/2011 | Common Stock | 27,000 | \$ 69.35 | D | Â |
| Employee Stock Option (right to buy) | Â (11) | 12/03/2012 | Common Stock | 30,000 | \$ 70.21 | D | Â |
| Employee Stock Option (right to buy) | Â (12) | 12/12/2013 | Common Stock | 28,500 | \$ 87.33 | D | Â |
| Employee Stock Option (right to buy) | Â (13) | 12/10/2012 | Common Stock | 26,000 | \$ 80.9 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OGDEN ROGER GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | Â | Â | Â Pres, CEO-Gannett Broadcasting | Â |

Signatures

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

07/18/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Based on the most recent quarterly plan statement available dated as of June 24, 2005.
- (2) These shares of phantom stock are payable on various dates selected by the reporting person or as otherwise provided in the Issuer's Deferred Compensation Plan.
- (3) These shares of phantom stock convert to common stock on a one-for-one basis.
- (4) The option vested in four equal annual installments beginning on December 10, 1997.
- (5) The option vested in four equal annual installments beginning on December 9, 1998.
- (6) The option vested in four equal annual installments beginning on December 8, 1999.
- (7) The option vested in four equal annual installments beginning on December 7, 2000.
- (8) The option vested in four equal annual installments beginning on July 24, 2001.
- (9) The option vested in four equal annual installments beginning on December 5, 2001.
- (10) The option vested as to 20,250 shares in three equal annual installments beginning on December 4, 2002, and will vest as to the remaining 6,750 shares on December 4, 2005.
- (11) The option vested as to 15,000 shares in two equal annual installments beginning on December 3, 2003, and will vest as to the remaining 15,000 shares in two equal annual installments beginning on December 3, 2005.
- (12) The option vested as to 7,125 shares on December 12, 2004, and vested as to the remaining 21,375 shares on December 23, 2004.
- (13) The option will vest in four equal annual installments beginning on December 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.