

GANNETT CO INC /DE/  
Form 5  
February 11, 2003

**FORM 5**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Form 3 Holdings Reported  
 Form 4 Transactions Reported

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Bentley Sara M.</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>Gannett Co., Inc. ("GCI")</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>former officer</b>		
Gannett Co., Inc. 7950 Jones Branch Drive			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year <b>December 29, 2002</b>		
(Street) McLean, VA 22107			5. If Amendment, Date of Original (Month/Year)			7. 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		

(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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	04/26/01		M4	3,000	A	\$25.625			
Common Stock	04/26/01		S4	3,000	D	\$64.0005	3,831 <sup>(1)(2)</sup>	D	
Common Stock							686.278 <sup>(1)</sup>	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion or	3. Transaction	3A. Deemed	4. Trans-	5. Number of Derivative	6. Date Exercisable and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative	10. Owner-
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Action Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Date (Month/Day/Year)		Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned at End of Year (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock	1-for-1	02/21/01		A5	583.213		Immed.		Common Stock	583.213	\$67.50		
Phantom Stock	1-for-1	05/31/01		I5		1,445.497			Common Stock	1,445.497	\$66.45	5,966.731 <sup>(1)(3)</sup>	D
Employee Stock Option (right to buy)	\$25.6250	04/26/01		M4		3,000 <sup>(4)</sup>		12/14/01	Common Stock	3,000		0	D

Explanation of Responses:

- (1) This information is as of October 15, 2001, the date on which the reporting person ceased being subject to Section 16.  
 (2) Includes 40 shares held jointly with the reporting person's mother. These shares were reported on previous Forms 4 as being held indirectly. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person beneficially owns such shares for Section 16 or for any other purpose.  
 (3) Prior Forms 4 and 5 reported shares held under the Issuer's Deferred Compensation Plan in Table I, as Common Stock. These shares are now reported in Table II, Column 9 of this Form 5, as Phantom Stock.  
 (4) The option vested in four equal annual installments beginning on December 14, 1994.

By: /s/ **Sara M. Bentley**

**February 10, 2003**  
Date

\*\*Signature of Reporting Person

\*\*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 is insufficient, See Instruction 6 for procedure.

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