

GANNETT CO INC /DE/
Form 4
August 05, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Louis John Jeffry

(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)

08/04/2014

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/04/2014		M	A	\$ 2,000 13.91	D	
Common Stock	08/04/2014		M	A	\$ 29,923 15.21	D	
Common Stock					28,026	I	By John J. Louis, Jr. Trust under the Will of John J. Louis fbo Kimberly

Common Stock	36,389	I	C. Louis Stewart ⁽¹⁾ By John J. Louis, Jr. Trust under the Will of John J. Louis fbo John Jeffry Louis ⁽¹⁾
Common Stock	12,820	I	By John J. Louis, Jr. Trust under the Will of John J. Louis fbo Tracy L. Merrill ⁽¹⁾
Common Stock	49,649	I	By Marital Trust U/A John J. Louis, Jr. Trust ⁽¹⁾

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	Amount or Number of Shares
Director Stock Option	\$ 13.91	08/04/2014		M	2,000	<u>(2)</u>	05/01/2020	Common Stock	2,000

(Right to Buy)

Director
Stock

Option	\$ 15.21	08/04/2014	M	6,566	05/03/2011	05/03/2019	Common Stock	6,566
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(Right to Buy)

Director
Stock

Option	\$ 15.21	08/04/2014	M	17,357	<u>(3)</u>	05/03/2019	Common Stock	17,357
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(Right to Buy)

Director
Stock

Option	\$ 15.21	08/04/2014	M	6,000	<u>(4)</u>	05/03/2019	Common Stock	6,000
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(Right to Buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Louis John Jeffry
GANNETT CO., INC.
7950 JONES BRANCH DRIVE
MCLEAN, VA 22107

X

Signatures

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

08/05/2014

__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 reporting person resigned as trustee of the trust but retains investment power and voting power for the trust.
- (2) The option is fully vested with respect to 2,000 shares and vests with respect to the remaining shares in two equal annual installments beginning on May 1, 2015.
- (3) The option is fully vested.
- (4) The option is fully vested with respect to 6,000 shares and vests with respect to the remaining shares on May 3, 2015.

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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