

GANNETT CO INC /DE/  
Form 5  
February 10, 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**

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

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>Palmisano Samuel J.</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 director</b>	
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year <b>December 29, 2002</b>		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	
7950 Jones Branch Drive  (Street) <b>McLean, VA 22107</b>		5. If Amendment, Date of Original (Month/Year)			

(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			

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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

**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 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
--	--	--------------------------------------	--	--------------------------------	--	--	---	--	---	---	--

Edgar Filing: GANNETT CO INC /DE/ - Form 5

				(Instr. 3, 4 & 5)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares			or Indirect (I) (Instr. 4)
				(A)	(D)							
<b>Phantom Stock<sup>(1)</sup></b>	<b>1-for-1</b>	<u>(2)</u>		<b>A5</b>	<b>946.699</b>	<b>Immed.</b>		<b>Common Stock</b>	<b>946.699</b>	<u>(2)</u>		
<b>Phantom Stock</b>	<b>1-for-1</b>	<u>(3)</u>		<b>A</b>	<b>249.501</b>	<b>Immed.</b>		<b>Common Stock</b>	<b>249.501</b>	<u>(3)</u>	<b>0</b>	<b>D</b>

Explanation of Responses:

(1) Prior Forms 4 and 5 reported transactions under the Issuer's Deferred Compensation Plan in Table I, as transactions in Common Stock. These transactions are now reported in Table II, Column 9 of this Form 5 as transactions in Phantom Stock.

(2) Acquired on various dates between January 1, 2001 and December 30, 2001 pursuant to the Issuer's Deferred Compensation Plan, at prices ranging from \$60.4103 to \$67.9318 per share.

(3) Acquired on various dates between December 31, 2001 and April 15, 2002 pursuant to the Issuer's Deferred Compensation Plan, at prices ranging from \$69.23 to \$77.68 per share.

By: /s/ **Samuel J. Palmisano**

**February 3, 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.