

GANNETT CO INC /DE/
Form 5
February 07, 2001

OMB APPROVAL

OMB Number
Expires:
Estimated average burden
hours per response 1.0

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

- Check this box if no longer subject of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

=====

1. Name and Address of Reporting Person*

Sherlock	Gary	F.
-----	-----	-----
(Last)	(First)	(Middle)

Gannett Co., Inc. 1100 Wilson Boulevard

(Street)

Arlington	Virginia	22234
-----	-----	-----
(City)	(State)	(Zip)

=====

2. Issuer Name and Ticker or Trading Symbol

Gannett Co., Inc. ("GCI")

=====

3. IRS or Social Security Number of Reporting Person (Voluntary)

=====

4. Statement for Month/Year

December, 2000

=====

5. If Amendment, Date of Original (Month/Year)

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

6. Relationship of Reporting Person to Issuer
(Check all applicable)

- Director 10% Owner
 Officer (give title below) Other (specify below)

Group President/Atlantic Newspaper Group

7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
			Amount	(A) or (D) Price

Common Stock

Common Stock

Common Stock

* If the form is filed by more than one Reporting Person, see Instruction

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

4(b) (v) .

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Page 1 of 2

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Exer- cisable	7. Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	Title	Amount or Number of Shares
Stock Options/ Option Surrender Rights	\$56.25	7/24/00	A	13,500	7/24/04	7/24/10	Common Stock	13,500	
Stock Options/ Option Surrender Rights	\$54.31	12/05/00	A	16,500	12/05/04	12/05/10	Common Stock	16,500	

=====
Explanation of Responses:

- (1) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.
- (2) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and Trust Company.

/s/Gary F. Sherlock

2/07/01

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.

Page 2 of 2

(122795DTI)