GANNETT CO INC /DE/

Form 4

January 13, 2003

## 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

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

					ame <b>and</b> Ti <b>o., Inc.</b> ("G		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)  7950 Jones Branch Drive				ortin	entification g Person, (voluntary)		Mont	th/Day/Year ary 13, 2003		Director		
(Street) McLean, VA 22107							Date	Amendment, of Original ath/Day/Year)	(C <b>X</b> Pe	Individual or Joint/Group Filing Check Applicable Line) Form filed by One Reporting erson Form filed by More than One deporting Person		
(City)	(State)	(Zip)	7	Γabl	e I Non-l	Deriva	ative Secu	rities Acquired, D	ispose	d of, or Benef	icially Owned	
Security	action Date	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code (Instr. 8		4. Securities or Dispose (Instr. 3, 4	d of (I & 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transactions(s)		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/13/03		M		9,700	(D) <b>A</b>	\$37.375	(Instr. 3 & 4)				
Common Stock	01/13/03		S		4,700	D	\$75.05					
Common Stock	01/13/03		S		300	D	\$75.35					
Common Stock	01/13/03		S		4,700	D	\$75.28		2,973	D		
Common Stock								916	5,408 <u>(1)</u>	I	By 401(k) Plan	

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

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

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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## FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3. Trans-	3A.	4.	5.		6. Date Exercisable		7. Title and		8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	action	Deemed	Trans-	Numb	er	and Expiratio	n	Amount of		Derivative	Derivative	Owner-	of Indirect
Security	Exercise	Date	Execution	action	of		Date		Underlying		Security	Securities	ship	Beneficial
	Price of		Date,	Code	Deriv	ative	(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		Secur	ities	Year)		(Instr. 3 & 4)			Owned	of Deriv-	(Instr. 4)
	Security	_	(Month/	(Instr.	Acqu	ired						Following	ative	
		Year)	Day/	8)	(A) or							Reported	Security:	
			Year)		Dispo	sed						Transaction(s)	Direct	
					of (D)	)						(Instr. 4)	(D)	
												(======================================	or	
					(Instr	. 3,							Indirect	
					4 & 5	)							(I)	
				Code V	+	Ť –	Date	Expira-	Title	Amount			(Instr. 4)	
				Code	(11)			tion	Title	or				
								Date		Number				
								Dute		of				
										Shares				
Employee	\$37 375	01/13/03		М	9,700		(2)	12/10/06	Common			0	D	
Stock	φοιιστο	01/15/05		111	,,,,,		_		Stock	2,700		ľ	"	
Option									COCK					
(right to														
buy)														

Explanation of Responses:

By: /s/ Gracia C. Martore

<u>January 13, 2003</u>

Date

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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<sup>(1)</sup> The information in this report is based on a plan statement dated as of December 31, 2002.

<sup>(2)</sup> The initial option for 9,700 shares vested in four equal annual installments beginning on December 10, 1997.

<sup>\*\*</sup>Signature of Reporting Person

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).