

GANNETT CO INC /DE/  
Form 4/A  
February 07, 2003

**FORM 4**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Feller Millicent A.			Gannett Co., Inc. ("GCI")				Director			
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		<input type="checkbox"/> 10% Owner			
Gannett Co., Inc.					October 2, 2002		<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
7950 Jones Branch Drive							Senior Vice			
(Street)					5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)			
McLean, VA 22107					October 9, 2002 / December 26, 2002		<input checked="" type="checkbox"/> Form filed by One Reporting Person			
(City) (State) (Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					<input type="checkbox"/> Form filed by More than One Reporting Person		
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 Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	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).

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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 Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Year	(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)			
					(Instr. 3, 4 & 5)			Title	Amount or Number of Shares						
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date						
<b>Phantom Stock</b>	<b>1-for-1</b>	<b>10/2/02</b>		<b>A</b>		<b>22.375</b>		<b>(1)</b>	<b>(1)</b>	<b>Common Stock</b>	<b>22.375</b>	<b>\$74.31</b>	<b>6,950.322<sup>(2)</sup></b>	<b>D</b>	

Explanation of Responses:

(1) These shares of phantom stock are payable on various dates selected by the reporting person or as provided in the Issuer's Deferred Compensation Plan.

(2) The shares of phantom stock reported in Table II, Column 9 of this Form 4 were acquired under the Issuer's Deferred Compensation Plan. Prior Forms 4 reported these shares in Table I, as Common Stock.

By: /s/ **Todd A. Mayman**  
**Attorney-in-Fact**

**February 7, 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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