# GANNETT CO INC /DE/ Form 4

November 06, 2001

OMB APPROVAL
OMB Number
Expires:
Estimated average burden
hours per response 0.5

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

FORM 4

### STATEMENT 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

1. Name and Addres	s of Reporting Pers	======== son*	====	====			
Clark-Johnson	Susan						
(Last)	(First)		(Mi	ddle	)		
Gannett Co., Inc.	Gannett Co., Inc. 7950 Jones Branch Drive						
		(Street)					
McLean		Virginia			22107		
(City)		(State)			(Zip)		
2. Issuer Name and	Ticker or Trading	Symbol					
Gannett Co., Inc.	("GCI")						
3. IRS or Social S	ecurity Number of B	Reporting Pe	erso	n (V	oluntary)		
					=======================================		
4. Statement for M	onth/Year						
October, 2001							
5. If Amendment, D	ate of Original (Mo	onth/Year)					
6. Relationship of (Check all appl	= =	o Issuer					
[ ] Directo [ X ] Officer	r (give title below)		]	]	10% Owner Other (specify below)		

Senior Group President/Pacific Newspaper Group \_\_\_\_\_\_ 7. Individual or Joint/Group Filing (Check applicable line) [ X ] 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 \_\_\_\_\_ \_\_\_\_\_ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3. 2. Transaction Transaction 1. (A) Title of Security Date Code Amount or Price (mm/dd/yy) (Instr. 8) (Instr. 3) (D) \_\_\_\_\_\_ 10/05/01 M 7,200 A \$32.00 Common Stock Common Stock 10/05/01 S 7,200 D \$61.0300 10/16/01 M 6,000 A \$32.00 Common Stock 10/16/01 S 6,000 D \$65.7500 Common Stock To 09/30/01 Common Stock Common Stock To 09/30/01 Common Stock To 06/30/01 To 06/30/01 Common Stock

\* If the Form is filed by more than one Reporting Person, see Instruction  $5\left(b\right)\left(v\right)$ 

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

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#### FORM 4 (continued)

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of		3. Trans- 4. action Trans-		5. Number Deriva Securi Acquir or Dis of (D) (Instr	tive ties ed (A) posed	6. Date Exercisable and Expiration Date (Month/Day/Year)			ying s and 4)
Derivative		(Month/			-	Date	-		Number
Security (Instr. 3)		-				Exer- cisable			of Shares
Stock Option	\$32.00	10/05/01	М		7,200	12/12/99	12/12/03	Common Stock	7,200
Stock Option	\$32.00	10/16/01	М		6,000	12/12/99	12/12/03	Common Stock	6,000

#### 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.
- (3) Held by spouse and/or immediate family member of reporting person. Beneficial ownership is disclaimed.

/s/Susan Clark-Johnson	11/06/01			
**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.

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