GANNETT CO INC /DE/ Form 4 March 05, 2002

		OMB APPROVAL
		OMB Number Expires: Estimated average burden hours per response 0.5
U.S	S. SECURITIES AND EXCHANG Washington, D.C. 20	
	FORM 4	
STATEN	MENT OF CHANGES IN BENEFI	ICIAL OWNERSHIP
Section 17(a) of		rities Exchange Act of 1934, ing Company Act of 1935 or Company Act of 1940
	no longer subject of Sect ntinue. See Instruction 1	zion 16. Form 4 or Form 5
1. Name and Address of F	Reporting Person*	
Clapp	Richard	L.
(Last)	(First)	(Middle)
Gannett Co., Inc.	7950 Jones Bran	nch Drive
	(Street)	
McLean	Virginia	22107
(City)	(State)	(Zip)
2. Issuer Name and Ticket	er or Trading Symbol	
Gannett Co., Inc. ("GCI"	")	
3. IRS or Social Securit	zy Number of Reporting Pe	erson (Voluntary)
4. Statement for Month/		
February, 2002		
5. If Amendment, Date of	f Original (Month/Year)	

6. Relationship of Reporting Person to Issuer

[] Director [X] Officer (give title	[[] 10%] Othe	-	r pecify below)					
Senior Vice President/Human Resources									
7. Individual or Joint/Group F	Filing (Check applical	ole line)							
[X] Form filed by one Repo	an one Reporting Perso								
	vative Securities Acor Beneficially Owned	quired, Di	spos						
		3. Transaction		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)					
1.	2. Transaction				(A)				
Title of Security (Instr. 3)	Date (mm/dd/yy) 	Code		- Amount	or (D)	Price			
Common Stock	02/12/02			7 , 280					
Common Stock	02/12/02	S		7,280	D	\$73.250			
Common Stock	To 01/31/02								

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

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FORM 4 (continued)

^{*} If the Form is filed by more than one Reporting Person, see Instruction $4\left(b\right)\left(v\right)$.

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

	2. Conversion or Exercise 3. Price Trans-			Securities		Exercisable and			
1.	of	action	Code	of(D)	-	(Month/D	ay/Year)		Amount
Title of Derivative Security	•	8)	4 and 5)		Date			or Number of	
(Instr. 3)								Title	Shares
Stock Options	\$37.375	02/12/02	M		7 , 280	12/10/00	12/10/06	Common Stock	7,820
	======	======		======	=====	======	=======		======

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/Richard L. Clapp 03/05/02
-----**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 procedures.

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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