

GANNETT CO INC /DE/  
Form 5  
February 10, 2003

**FORM 5**

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).

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Form 3 Holdings Reported  
 Form 4 Transactions Reported

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* <b>Gavagan George R.</b> (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol <b>Gannett Co., Inc. ("GCI")</b>		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <b>Vice President and Controller</b> Other (specify below)	
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year <b>December 29, 2002</b>		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
7950 Jones Branch Drive  (Street) <b>McLean, VA 22107</b>		5. If Amendment, Date of Original (Month/Year)			

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 at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
							Amount	(A) or (D)	Price			
Common Stock	12/09/01		M4	5	A							
Common Stock	12/09/01		F4	5	D	\$68.22			1,986	D		
Common Stock									898.154 <sup>(1)</sup>	I	By 401(k) Plan	

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

1. Title of Derivative	2. Conversion or	3. Transaction	3A. Deemed	4. Trans-	5. Number of	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of	10. Owner-	11. Nature of Indirect
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Action Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Date (Month/Day/Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Derivative Securities Beneficially Owned at End of Year (Instr. 4)	ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
Stock Incentive Rights		12/09/01		M4	230		12/09/01	12/09/01	Common Stock	230		0	D	
Phantom Stock	1-for-1	12/09/01		M4	225		Immed.		Common Stock	225				
Phantom Stock	1-for-1	02/21/01		A5	525.926		Immed.		Common Stock	525.926	\$67.50			
Phantom Stock	1-for-1	02/20/02		A	453.690		Immed.		Common Stock	453.690	\$74.39	9,330.331	D	

Explanation of Responses:

(1) This information is based on a plan statement dated as of September 30, 2002.

By: /s/ **George R. Gavagan**

**February 10, 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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