Behan William A. Form 3 March 02, 2010

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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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

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

Behan William A.

(Last)

(First) (Middle)

(Month/Day/Year)

03/01/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

GANNETT CO INC /DE/ [GCI]

GANNETT CO., INC., Â 7950

JONES BRANCH DRIVE

(Street)

Statement

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Senior VP/Labor Relations

Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

MCLEAN, VAÂ 22107

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security 2. Amount of Securities (Instr. 4) (Instr. 4)

Beneficially Owned

Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Â Common Stock D 149

Common Stock 292,111 I By 401(k) Plan

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial

Ownership Price of Derivative (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	12/08/2010	12/08/2010	Common Stock	330	\$ <u>(1)</u>	D	Â
Restricted Stock Units	08/03/2011	08/03/2011	Common Stock	250	\$ <u>(1)</u>	D	Â
Restricted Stock Units	12/07/2011	12/07/2011	Common Stock	800	\$ <u>(1)</u>	D	Â
Restricted Stock Units	12/12/2012	12/12/2012	Common Stock	2,500	\$ <u>(1)</u>	D	Â
Restricted Stock Units	12/11/2013	12/11/2013	Common Stock	2,800	\$ <u>(1)</u>	D	Â
Employee Stock Option (Right to Buy)	(2)	07/24/2010	Common Stock	575	\$ 56.25	D	Â
Employee Stock Option (Right to Buy)	(3)	12/05/2010	Common Stock	875	\$ 54.31	D	Â
Employee Stock Option (Right to Buy)	(4)	12/02/2011	Common Stock	4,600	\$ 69.35	D	Â
Employee Stock Option (Right to Buy)	(5)	12/03/2012	Common Stock	5,800	\$ 70.21	D	Â
Employee Stock Option (Right to Buy)	(6)	12/12/2013	Common Stock	5,400	\$ 87.33	D	Â
Employee Stock Option (Right to Buy)	(7)	12/10/2012	Common Stock	5,600	\$ 80.9	D	Â
Employee Stock Option (Right to Buy)	(8)	12/09/2013	Common Stock	3,600	\$ 60.29	D	Â
Employee Stock Option (Right to Buy)	(9)	12/08/2014	Common Stock	2,800	\$ 59.96	D	Â
Employee Stock Option (Right to Buy)	(10)	12/07/2015	Common Stock	2,000	\$ 35.84	D	Â
Employee Stock Option (Right to Buy)	(11)	12/12/2016	Common Stock	4,500	\$ 7.53	D	Â
Employee Stock Option (Right to Buy)	(12)	12/11/2017	Common Stock	5,000	\$ 13.16	D	Â

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

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Behan William A. GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VAÂ 22107

 \hat{A} \hat{A} \hat{A} Senior VP/Labor Relations \hat{A}

Signatures

/s/ Todd A. Mayman, Attorney-in-Fact

03/02/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.
- (2) The option vested in four equal annual installments beginning on July 24, 2001.
- (3) The option vested in four equal annual installments beginning on December 5, 2001.
- (4) The option vested in four equal annual installments beginning on December 4, 2002.
- (5) The option vested in four equal annual installments beginning on December 3, 2003.
- (6) The option vested in four equal annual installments beginning on December 12, 2004.
- (7) The option vested in four equal annual installments beginning on December 10, 2005.
- (8) The option vested in four equal annual installments beginning on December 9, 2006.
- (9) The option vested as to 2,100 shares in three equal annual installments beginning on December 8, 2007 and will vest as to the remaining 700 shares on December 8, 2010.
- (10) The option vested as to 1,000 shares in two equal annual installments beginning on December 7, 2008 and will vest as to the remaining 1,000 shares in two equal annual installments beginning on December 7, 2010.
- (11) The option vested as to 1,125 shares on December 12, 2009 and will vest as to the remaining 3,375 shares in three equal annual installments beginning on December 12, 2010.
- (12) The option vests in four equal annual installments beginning on December 11, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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