

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).  
 Form 3 Holdings Reported  
 Form 4 Transactions Reported

**ANNUAL 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  
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| 1. Name and Address of Reporting Person*<br><b>Dubow Craig A.</b><br>(Last) (First) (Middle) |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Gannett Co., Inc. ("GCI")</b>       |   |            | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below)<br><b>President and Chief Executive Officer/Gannett Broadcasting</b> |  |  |                                   |
|--|--------------------------------------|--|---|---|------------|---|--|--|-----------------------------------|
| Gannett Co., Inc.<br>7950 Jones Branch Drive   |                                      |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |   |            | 4. Statement for Month/Year<br><b>December 29, 2002</b>   |  |  |                                   |
| (Street)<br>McLean, VA 22107   |                                      |  | 5. If Amendment, Date of Original (Month/Year)  |   |            | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |                                   |
| (City) (State) (Zip)   |                                      |  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |            |   |  |  |                                   |
| 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   |                                      |  |   |   |            |   | 4,023.215 <sup>(1)</sup>   | D  |                                   |
| Common Stock   |                                      |  |   |   |            |   | 920.375 <sup>(2)</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 Security | 2. Conversion or Exercise Price of | 3. Transaction Date | 3A. Deemed Execution Date, if any | 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 | 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)    |                  | Beneficially Owned at End of Year (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4)  |
|---------------|---------------------|------------------|-------------------------|------------|---------------------------------|-----|--------|-------------------|------------------|--|---|-------------|
|               |                     |                  |                         |            | (A)                             | (D) |        | Date Exer-cisable | Expira-tion Date |  |   |             |
| Phantom Stock | 1-for-1             | 02/21/01         |                         | A5         | 851.852                         |     | Immed. |                   | Common Stock     | 851.852                                      | \$67.50   |             |
| Phantom Stock | 1-for-1             | 02/20/02         |                         | A          | 873.773                         |     | Immed. |                   | Common Stock     | 873.773                                      | \$74.39   | 7,898.384 D |

Explanation of Responses:

(1) Includes 51.171 shares acquired through dividend reinvestment in 2002, 58.025 shares acquired through dividend reinvestment in 2001, and 52.030 shares acquired through dividend reinvestment in 2000.

(2) The information in this report is based on a plan statement dated as of September 30, 2002.

By: /s/ **Craig A. Dubow**

**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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