GANNETT CO INC /DE/

Form 5

Reported

February 10, 2003

## FORM 5

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

OMB APPROVAL

X Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL owners and the section of the section 16.

OWNERSHIP

OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

See Instruction 1(b).

\_ Form 3 Holdings
Reported
\_ Form 4 Transactions

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 Add Vega Frank J.	2. Issuer Nam Gannett Co.,			]	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) Gannett Co., Inc 7950 Jones Bran		of Reporting Person,				n/ Y ear nber 29, 2002	Director			
						7. Individual or Joint/Group Filing				
McLean, VA 22	107					th/Year)	(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	Table l	I Non-De	rivative	ities Acquired, Dispo	osed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	Title of 2. Trans- 2A. Deemed curity action Execution			4. Securitie (A) or Disp (Instr. 3, 4	osed of		5. Amount of Securities Beneficially	6. Owner- 7. Nature of ship Form: Indirect Direct (D) Beneficial		
	(Month/ Day/ Year)	if any (Month/Day/ Year)		Amount	(A) or (D)	Price	Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock	02/19/02		A	806	A		13,353	3 D		
Common Stock							12.157	<b>D</b>		
Common Stock							537.291	I I	By 401(k) Plan	
							(3	()		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

## Edgar Filing: GANNETT CO INC /DE/ - Form 5

(e.g., puts, calls, warrants, options, convertible securities)

	1		ī —		_	_								
1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable		7. Title and		8. Price of	9. Number	10.	11. Nature	
Derivative	sion or	Trans-	Deemed	Trans-	Num	ber	erand Expiration		Amount of		Derivative	of	Owner-	of Indirect
Security	Exercise	action	Execution	action	of		Date		Underlying		Security	Derivative	ship	Beneficial
	Price of	Date	Date,	Code	Deri	vati	(Meanth/Day/		Secui	rities	(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative		if any		Secu	uriti <b>eX</b> ear)		(Instr	. 3 & 4)		Beneficially	of Deriv-	(Instr. 4)	
	Security	(Month/	(Month/	(Instr.	Acqı	iire	ed					Owned	ative	
				8)	(A) (	or						at End of	Security:	
		Year)	Year)		Disp	ose	ed .					Year	Direct	
					of (D	))						(Instr. 4)	(D)	
												or		
					(Instr.								Indirect	
					3, 4 &								(I)	
					5)								(Instr. 4)	
					(A) (	(D)	Date	Expira-	Title	Amount				
							Exer-cisable	tion		or				
								Date		Number				
										of				
										Shares				

Explanation of Responses:

- (1) These shares are held in the Issuer's Dividend Reinvestment Plan.
- (2) The information in this report is based on a plan statement dated as of September 30, 2002.
- (3) As of December 29, 2002, the reporting person also held 1,189.112 shares of Phantom Stock under the Issuer's Deferred Compensation Plan. Prior Forms 4 and 5 reported shares held under the Issuer's Deferred Compensation Plan in Table I, as Common Stock.

By: /s/ Frank J. Vega

**February 3, 2003** 

Date

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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<sup>\*\*</sup>Signature of Reporting Person

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).