## GANNETT CO INC /DE/ Form 4 October 23, 2002

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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[ ] Check this box if no longer subject of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). \_\_\_\_\_\_ 1. Name and Address of Reporting Person\* Miller Larry (First) (Middle) (Last) Gannett Co., Inc. 7950 Jones Branch Drive (Street) Virginia 22107 McLean \_\_\_\_\_\_ (City) (State) (Zip) \_\_\_\_\_\_ 2. Issuer Name and Ticker or Trading Symbol Gannett Co., Inc. ("GCI") \_\_\_\_\_\_ 3. IRS or Social Security Number of Reporting Person (Voluntary) 4. Statement for Month/Day/Year October 21, 2002 \_\_\_\_\_\_ 5. If Amendment, Date of Original (Month/Day/Year)

\_\_\_\_\_\_

6. Relationship of Reporting Person to Issuer

(Check all applicab	le)						
[ ] Director [ X ] Officer (gi	ve title below)	[	] 10% ] Othe		er specify below)		
Executive Vice Preside	_		cial Off:	icer =====	:========	==	
7. Individual or Joint			ole line)				
[ X] Form filed by [ ] Form filed by			n				
Table I	Non-Derivative				ed of,	==	
	Date	Execution	3. Transaction Code		4. Securities Accordisposed of (Instr. 3, 4 a	)) and 5)	(A) or
1. Title of Security (Instr. 3)			(Instr.	8) 	- Amount	(D)	Price
Common Stock	10/21/02		М		38,000	А	\$59.50
Common Stock	10/21/02		S		38,000		
	To 10/15/02						
	To 09/30/02						

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

<sup>\*</sup> If the Form is filed by more than one Reporting Person, see Instruction  $4\left(b\right)\left(v\right)$  .

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FORM 4 (continued)

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

\_\_\_\_\_\_

1. Title of Derivative	ative Secur-	action Date (Month/	3A. Deemed Execut ion Date, if any (Month/ Day/ Year)	Trans- action Code (Instr. 8)	_	tive ties ed (A) posed			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					4 and	5)	Date	Expira-		or Number of
Security (Instr. 3)		_				Exer- tion (D) cisable Date			Title	Shares
Stock Options	\$59.50	10/21/0	2	 М		38,000	12/09/01	12/09/07	Common Stock	38,000
		:======		-======	======	======				

### 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/ Larry F. Miller 10/23/02
------\*\*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.