

GANNETT CO INC /DE/
Form 5
February 11, 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

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| | | | | | | | | |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* Bentley Sara M. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol Gannett Co., Inc. ("GCI") | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) former officer | | |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Year December 29, 2002 | | | 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 | | |
| 5. If Amendment, Date of Original (Month/Year) | | | 7950 Jones Branch Drive McLean, VA 22107 | | | | | |

| 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) | | |
|---------------------------------|--|--|--------------------------------------|--|--|--|--|--|--------------------------------|--|--|---|--|--|--|--|--|--|--|--|-----------------------------------|--|--|
| | | | | | | | | | | | | | | | | | | | | | | | |
| Common Stock | | | 04/26/01 | | | | | | M4 | | | 3,000 A \$25.625 | | | | | | | | | | | |
| Common Stock | | | 04/26/01 | | | | | | S4 | | | 3,000 D \$64.0005 | | | 3,831 ⁽¹⁾⁽²⁾ | | | D | | | | | |
| Common Stock | | | | | | | | | | | | | | | 686.278 ⁽¹⁾ | | | 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 Derivative | 6. Date Exercisable and Expiration | 7. Title and Amount of Underlying | 8. Price of Derivative | 9. Number of Derivative | 10. Owner- |
|------------------------|------------------|----------------|------------|-----------|-------------------------|------------------------------------|-----------------------------------|------------------------|-------------------------|------------|
|------------------------|------------------|----------------|------------|-----------|-------------------------|------------------------------------|-----------------------------------|------------------------|-------------------------|------------|

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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) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | Date (Month/Day/ Year) | | Securities (Instr. 3 & 4) | | Security (Instr. 5) | Securities Beneficially Owned at End of Year (Instr. 4) | ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4) |
|--|--|----------------------------------|--|---------------------------------|---|----------------------|------------------------------|-------------------------|------------------------------|--|------------------------|---|---|
| | | | | | (A) | (D) | Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares | | | |
| Phantom Stock | 1-for-1 | 02/21/01 | | A5 | 583.213 | | Immed. | | Common Stock | 583.213 | \$67.50 | | |
| Phantom Stock | 1-for-1 | 05/31/01 | | I5 | | 1,445.497 | | | Common Stock | 1,445.497 | \$66.45 | 5,966.731 ⁽¹⁾⁽³⁾ | D |
| Employee Stock Option (right to buy) | \$25.6250 | 04/26/01 | | M4 | | 3,000 ⁽⁴⁾ | 12/14/01 | Common Stock | 3,000 | | | 0 | D |

Explanation of Responses:

- (1) This information is as of October 15, 2001, the date on which the reporting person ceased being subject to Section 16.
(2) Includes 40 shares held jointly with the reporting person's mother. These shares were reported on previous Forms 4 as being held indirectly. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person beneficially owns such shares for Section 16 or for any other purpose.
(3) Prior Forms 4 and 5 reported shares held under the Issuer's Deferred Compensation Plan in Table I, as Common Stock. These shares are now reported in Table II, Column 9 of this Form 5, as Phantom Stock.
(4) The option vested in four equal annual installments beginning on December 14, 1994.

By: /s/ **Sara M. Bentley**

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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