

GANNETT CO INC /DE/  
Form 4  
March 11, 2005

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GAVAGAN GEORGE R

(Last) (First) (Middle)

GANNETT CO., INC., 7950 JONES  
BRANCH DRIVE

(Street)

MCLEAN, VA 22107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GANNETT CO INC /DE/ [GCI]

3. Date of Earliest Transaction  
(Month/Day/Year)

03/10/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Vice President and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 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 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 03/10/2005                           |  | M                              | 10,000  | A \$ 54.31  | 11,986   | D   |
| Common Stock                    | 03/10/2005                           |  | M                              | 7,000   | A \$ 56.25  | 18,986   | D   |
| Common Stock                    | 03/10/2005                           |  | M                              | 7,400   | A \$ 59.5   | 26,386   | D   |
| Common Stock                    | 03/10/2005                           |  | S                              | 200   | D \$ 78.52  | 26,186   | D   |
| Common Stock                    | 03/10/2005                           |  | S                              | 400   | D \$ 78.55  | 25,786   | D   |

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|              |            |   |       |   |          |                         |   |
|--------------|------------|---|-------|---|----------|-------------------------|---|
| Common Stock | 03/10/2005 | S | 200   | D | \$ 78.56 | 25,586                  | D |
| Common Stock | 03/10/2005 | S | 200   | D | \$ 78.57 | 25,386                  | D |
| Common Stock | 03/10/2005 | S | 500   | D | \$ 78.58 | 24,886                  | D |
| Common Stock | 03/10/2005 | S | 200   | D | \$ 78.6  | 24,686                  | D |
| Common Stock | 03/10/2005 | S | 500   | D | \$ 78.62 | 24,186                  | D |
| Common Stock | 03/10/2005 | S | 100   | D | \$ 78.63 | 24,086                  | D |
| Common Stock | 03/10/2005 | S | 4,000 | D | \$ 78.67 | 20,086                  | D |
| Common Stock | 03/10/2005 | S | 200   | D | \$ 78.69 | 19,886                  | D |
| Common Stock | 03/10/2005 | S | 200   | D | \$ 78.75 | 19,686                  | D |
| Common Stock | 03/10/2005 | S | 400   | D | \$ 78.77 | 19,286                  | D |
| Common Stock | 03/10/2005 | S | 1,300 | D | \$ 78.78 | 17,986                  | D |
| Common Stock | 03/10/2005 | S | 300   | D | \$ 78.8  | 17,686                  | D |
| Common Stock | 03/10/2005 | S | 700   | D | \$ 78.81 | 16,986                  | D |
| Common Stock | 03/10/2005 | S | 1,100 | D | \$ 78.82 | 15,886                  | D |
| Common Stock | 03/10/2005 | S | 700   | D | \$ 78.85 | 15,186                  | D |
| Common Stock | 03/10/2005 | S | 1,500 | D | \$ 78.9  | 13,686                  | D |
| Common Stock | 03/10/2005 | S | 700   | D | \$ 78.91 | 12,986                  | D |
| Common Stock | 03/10/2005 | S | 4,200 | D | \$ 78.93 | 8,786                   | D |
| Common Stock | 03/10/2005 | S | 500   | D | \$ 78.94 | 8,286                   | D |
| Common Stock | 03/10/2005 | S | 5,000 | D | \$ 78.95 | 3,286                   | D |
|              |            |   |       |   |          | 1,155.86 <sup>(1)</sup> | I |

Common  
StockBy 401(k)  
Plan

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 54.31   | 03/10/2005                           |  | M                              | 10,000  | <u>(2)</u> 12/05/2010                                    | Common Stock  | 10,000                     |                            |
| Employee Stock Option (right to buy)       | \$ 56.25   | 03/10/2005                           |  | M                              | 7,000   | <u>(3)</u> 07/24/2010                                    | Common Stock  | 7,000                      |                            |
| Employee Stock Option (right to buy)       | \$ 59.5  | 03/10/2005                           |  | M                              | 7,400   | <u>(4)</u> 12/09/2007                                    | Common Stock  | 7,400                      |                            |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

GAVAGAN GEORGE R  
GANNETT CO., INC.  
7950 JONES BRANCH DRIVE  
MCLEAN, VA 22107

Vice President and Controller

## Signatures

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

03/11/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) The information in this report is based on a plan statement dated as of March 1, 2005.
  - (2) The initial option for 10,000 shares vested in four equal installments beginning on December 5, 2001.
  - (3) The initial option for 7,000 shares vested in four equal installments beginning on July 24, 2001.
  - (4) The initial option for 7,400 shares vested in four equal installments beginning on December 9, 1998.

### Remarks:

First of two reports filed to report transactions by the reporting person on March 10, 2005.

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