

Van Lare Wendell J
 Form 3
 June 12, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Van Lare Wendell J		(Month/Day/Year)	GANNETT CO INC /DE/ [GCI]	
(Last)	(First)	(Middle)	06/01/2006	
GANNETT CO., INC., 7950 JONES BRANCH DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MCLEAN, VA 22107			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior VP/Labor Relations	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	929.926	D	
Common Stock	1,504.224	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	8,054.187	\$ <u>(2)</u>	D	Â
Restricted Stock Units	12/09/2009	12/09/2009	Common Stock	1,100	\$ <u>(3)</u>	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	12/08/2008	Common Stock	5,000	\$ 65	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	12/07/2009	Common Stock	7,000	\$ 74.5	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	07/24/2010	Common Stock	3,000	\$ 56.25	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	12/05/2010	Common Stock	4,000	\$ 54.31	D	Â
Employee Stock Option (right to buy)	12/04/2001	12/04/2011	Common Stock	1,400	\$ 69.35	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	12/02/2011	Common Stock	13,000	\$ 69.35	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	12/03/2012	Common Stock	13,000	\$ 70.21	D	Â
Employee Stock Option (right to buy)	Â <u>(10)</u>	12/12/2013	Common Stock	12,500	\$ 87.33	D	Â
Employee Stock Option (right to buy)	10/28/2005	12/10/2012	Common Stock	11,000	\$ 80.9	D	Â
Employee Stock Option (right to buy)	Â <u>(11)</u>	12/09/2013	Common Stock	13,500	\$ 60.29	D	Â
Employee Stock Option (right to buy)	Â <u>(12)</u>	12/09/2013	Common Stock	5,000	\$ 55.99	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Van Lare Wendell J GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	Â	Â	Â Senior VP/Labor Relations	Â

Signatures

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

06/12/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares of phantom stock are payable in cash or stock, at the election of the reporting person, on various dates selected by the reporting person or as otherwise provided in the Issuer's Deferred Compensation Plan.
- (2) Each share of phantom stock is the economic equivalent of one share of common stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.
- (4) The option vested in four equal annual installments beginning on December 8, 1999.
- (5) The option vested in four equal annual installments beginning on December 7, 2000.
- (6) The option vested in four equal annual installments beginning on July 24, 2001.
- (7) The option vested in four equal annual installments beginning on December 5, 2001.
- (8) The option vested in four equal annual installments beginning on December 4, 2002.
- (9) The option vested as to 9,750 shares in three equal annual installments beginning on December 3, 2003, and will vest as to the remaining 3,250 shares on December 3, 2006.
- (10) The option vested as to 3,125 shares on December 12, 2004, and vested as to the remaining 9,375 shares on December 23, 2004.
- (11) The option will vest in four equal annual installments beginning on December 9, 2006.
- (12) The option will vest in four equal annual installments beginning on December 9, 2006.

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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