

Edgar Filing: GANNETT CO INC /DE/ - Form 4

(Check all applicable)

- | | |
|--|--|
| <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

Group President/Midwest Newspaper Group

7. 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 (mm/dd/yy) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | |
|---------------------------------------|---|---|--|------------------|---------|
| | | | Amount | (A) or (D) | Price |
| Common Stock | 12/05/01 | M | 20,400 | A | \$32.00 |
| Common Stock | 12/05/01 | S | 20,400 | D | \$70.00 |
| Common Stock | To 11/30/01 | | | | |
| Common Stock | To 09/30/01 | | | | |

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially

Edgar Filing: GANNETT CO INC /DE/ - Form 4

(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/Mary P. Stier

01/3/02

**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 procedure.

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.

Page 2 of 2