

GANNETT CO INC /DE/  
Form 5  
January 29, 2002

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

FORM 5

ANNUAL 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).
- [ ] Form 3 Holdings Reported
- [ ] Form 4 Transactions Reported

=====  
1. Name and Address of Reporting Person\*

|                   |                         |          |       |
|-------------------|-------------------------|----------|-------|
| Martore           | Gracia                  | C.       |       |
| -----             | -----                   | -----    | ----- |
| (Last)            | (First)                 | (Middle) |       |
| Gannett Co., Inc. | 7950 Jones Branch Drive |          |       |
| -----             | -----                   |          | ----- |
|                   | (Street)                |          |       |
| McLean            | Virginia                | 22107    |       |
| -----             | -----                   | -----    |       |
| (City)            | (State)                 | (Zip)    |       |

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2. Issuer Name and Ticker or Trading Symbol

Gannett Co., Inc. ("GCI")  
=====

3. IRS or Social Security Number of Reporting Person (Voluntary)

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4. Statement for Month/Year

December, 2001  
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5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person to Issuer  
(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) |

Senior Vice President/Finance and Treasurer

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.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                           |
|---------------------------------------|---|---|--|---------------------------|
|                                       |   |   | Amount   | (A)<br>or<br>(D)<br>Price |

Common Stock

Common Stock

Common Stock

\* If the form is filed by more than one Reporting Person, see Instruction

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4(b) (v) .

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

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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.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Exer-<br>cisable<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|---|--|---|--|
| Stock Options  | \$69.35   | 12/04/01   | A   | 40,000   | 12/04/01 12/02/11   | Common<br>Stock 40,000   |

Explanation of Responses:  
(1) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and

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Trust Company.

(2) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.

/s/Gracia C. Martore

01/29/02

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\*\*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.

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