GANNETT CO INC /DE/

Form 4

December 10, 2002

#### FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# \_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and A Gavagan Geo			me and Tic		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 7950 Jones Bi	of Reporting Person,					Statement for onth/Day/Year ecember 8, 2002				
							<u>Vice President</u> Controller	and		
McLean, VA					Da	If Amendment, tte of Original (onth/Day/Year)	Original (Check Applicable Line)			
(Cit	T	able	I Non-I	)erivat	ive Se	curities Acquired, Dis	Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	action	Execution Date,	3. Trans action C (Instr. 8 Code	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed o		5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

### FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	( -	0/1 /			<u> </u>					
2. Conver-	3. Trans-	3A.	4.	5.	<ol><li>Date Exercisable</li></ol>	7. Title and	8. Price of	9. Number of	10.	11. Nature
sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
Price of		Date,	Code	Derivati	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
Derivative	(Month/	if any		Securitie	¥ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
Security	Day/	(Month/	(Instr.	Acquired	1			Following	ative	
	Year)	Day/	8)	(A) or				Reported	Security:	
		Year)		Disposed				Transaction(s)	Direct	
				of (D)				(Instr. 4)	(D)	
								,		
	sion or Exercise Price of Derivative Security	2. Conver- 3. Transsion or action Exercise Date Price of Derivative (Month/	2. Conversion or action Deemed Exercise Date Execution Date, Derivative (Month/ Year)  2. Conversion 3A.  Deemed Execution Date, if any (Month/ Year) Day/	sion or action Deemed Trans- Exercise Date Execution action Date, Code Derivative (Month/ if any Security Day/ (Month/ Year) Day/ Year)	2. Conver- 3. Trans- 3A. 4. 5. Number Exercise Date Execution action of Price of Derivative Security Day/ Year) Day/ (Month/ Security Day/ Year) Day/ (Month/ Security Day/ Year) Day/ (Month/ Security Securities (A) Or	2. Conver- 3. Trans- 3A.  Deemed Trans- Exercise Date Execution Date, Derivative (Month/ If any Security Year)  Day/ Year)  A.  4.  5.  6. Date Exercisable Number and Expiration of Date Derivative (Month/Day/ Securitie Year)  Securite Year)  Acquired Year)  Day/ Year)  (Month/ Instr. Acquired Year)  (A) or Disposed	2. Conver- 3. Trans- Sion or action Deemed Trans- Exercise Date Execution Date, Derivative (Month/ Security Year)  Day/ Year)  4. 5. 6. Date Exercisable Amount of Date Date Underlying Securities Securities Year)  Date Derivative (Month/Day/ Securities Year)  (Instr. Acquired Year)  7. Title and Amount of Underlying Securities (Instr. 3 & 4)	2. Conver- 3. Trans- Sion or action Deemed Trans- Exercise Date Execution Date, Derivative Gecurity Day/ Security Pear)  2. Conver- 3. Trans- 3A.	2. Conversion or action Deemed Transparent Date Exercise Date Execution Date, Code Derivative Securities Security Month/ Day/ Security Month/ Pyear)  2. Conversion of Date Exercisable Transparent Date Execution Date Execution Date Derivative Date Derivative Securities Transparent Date Derivative Date Derivative Securities Securities (Instr. 3 & 4)  3. Transparent Date Exercisable Transparent Date Derivative Date Derivative Securities Securities (Instr. 5)  3. Transparent Date Derivative Date Derivative Date Derivative Securities (Instr. 3 & 4)  4. Date Exercisable Transparent Date Derivative Date Date Date Date Date Date Date Dat	2. Conver- sion or action Deemed Trans- Exercise Date Execution Date, Derivative Gecurity Security Par)  Day/ Year)  4. 5. 6. Date Exercisable 7. Title and Amount of Derivative Owner- Amount of Derivative Securities Ship Securities (Instr. 3 & 4)  Trans- Number and Expiration Amount of Derivative Owner- Securities Securities Ship Securities Securitie

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

					(Instr. 3, 4 & 5)								or Indirect (I) (Instr. 4)	
			Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares				
Stock Incentive Rights		12/08/02	M			220	12/08/02		Common Stock	220		0	D	
Phantom Stock	1-for-1	12/08/02	M		220		Immed.		Common Stock	220		9,330.331(1)	D	

Explanation of Responses:

(1) The shares of phantom stock reported in Table II, Column 9 of this Form 4 were acquired under the issuer's Deferred Compensation Plan. Prior Forms 4 reported some of these shares in Table I, as Common Stock.

By: /s/ <u>Todd A. Mayman</u> Attorney-in-Fact

<u>December 10, 2002</u>

Date

\*\*Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).