

GANNETT CO INC /DE/  
Form 5  
February 10, 2003

**FORM 5**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

See Instruction 1(b).

Form 3 Holdings Reported

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 and Dye's  
Section 16 Filer  
www.section16.net

Form 4 Transactions Reported

1. Name and Address of Reporting Person* <b>Sherlock Gary F.</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>Gannett Co., Inc. ("GCI")</b>			6. Relationship of Reporting Person(s) 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) <b>Group President/Atlantic Newspaper Group and President &amp; Publisher, The Journal News</b>		
Gannett Co., Inc. 7950 Jones Branch Drive			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year <b>December 29, 2002</b>		
(Street) <b>McLean, VA 22107</b>			5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
						Amount	(A) or (D)	Price			
Common Stock									5,988	D	
Common Stock									868.384 <sup>(1)</sup>	I	By 401(k) Plan

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

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

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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. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities	10. Ownership	11. Nature of Indirect Beneficial
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D)		(Month/Day/Year)		Securities (Instr. 3 & 4)		(Instr. 5)	Beneficially Owned at End of Year (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(Instr. 3, 4 & 5)	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title				
<b>Phantom Stock</b>	<b>1-for-1</b>	<b>02/21/01</b>		<b>A5</b>	<b>697.002</b>		<b>Immed.</b>		<b>Common Stock</b>	<b>697.002</b>	<b>\$67.50</b>			
<b>Phantom Stock</b>	<b>1-for-1</b>	<b>02/20/02</b>		<b>A</b>	<b>578.035</b>		<b>Immed.</b>		<b>Common Stock</b>	<b>578.035</b>	<b>\$74.39</b>	<b>11,259.119<sup>(2)</sup></b>	<b>D</b>	

Explanation of Responses:

(1) The information in this report is based on a plan statement dated as of September 30, 2002.

(2) Prior Forms 4 and 5 reported shares held under the Issuer's Deferred Compensation Plan in Table I, as Common Stock. These shares are now reported in Table II, Column 9 of this Form 5, as Phantom Stock.

By: /s/ **Gary F. Sherlock**

**February 7, 2003**

Date

\*\*Signature of Reporting Person

\*\*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 is insufficient, See Instruction 6 for procedure.

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