

GANNETT CO INC /DE/  
Form 4  
February 06, 2001

-----  
OMB APPROVAL  
-----

OMB Number  
Expires:  
Estimated average burden  
hours per response ..... 0.5  
-----

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

FORM 4

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).

=====

1. Name and Address of Reporting Person\*

Martore    Gracia    C.  
-----  
(Last)    (First)    (Middle)

Gannett Co., Inc. 1100 Wilson Boulevard  
-----  
(Street)

Arlington    Virginia    22234  
-----  
(City)    (State)    (Zip)

=====

2. Issuer Name and Ticker or Trading Symbol

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

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

=====

4. Statement for Month/Year

January, 2001  
=====

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

=====

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

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

- Director  10% Owner  
 Officer (give title below)  Other (specify below)

Treasurer and Vice President/Investor Relations  
 =====

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)	
		Code	V	Amount	or (A) or (D)
Common Stock	01/04/01	M		5,550	A \$32.0000
Common Stock	01/04/01	S		5,550	D \$65.1886
Common Stock	To 12/31/00				
Common Stock	To 12/31/00				

\* 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 owned directly or indirectly.

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

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

=====

1. Title of Derivative Security (Instr. 3)	2. Conver- sion of Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
--	---	--	--	--	---	--

---

Stock Options	\$32.0000	01/04/01	M	5,550	12/12/99 12/12/03	Common Stock	5,550
---------------	-----------	----------	---	-------	-------------------	-----------------	-------

---

Explanation of Responses:

- (1) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and Trust Company.
- (2) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.

/s/Gracia C. Martore

---

2/06/01

---

\*\*Signature of Reporting Person

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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

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 procedures.

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

(122797DTI)