GANNETT CO INC /DE/

Form 4

November 27, 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

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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 Ad Shalala Donna			me and Tic		g Symbol	6. Relationship of Person(s) to Issuer (Check	1 0			
(Last) 7950 Jones Bra	of Reporting Person,					Statement for nth/Day/Year 25/02	X Director			
McLean, VA 22	I					f Amendment, e of Original onth/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City	Table I Non-Derivative Securities Acquired, Disp						oosed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	Execution Date,	3. Trans action C (Instr. 8 Code	ode	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.

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

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

(e.g., puts, cans, warrants, options, convertible securities)													
1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature		
Derivative	sion or	action	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect		
Security	Exercise	Date	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Beneficial		
	Price of		Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership		
(Instr. 3)	Derivative	(Month/	if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)		
		-	(Month/	(Instr.	(A) or				Following	ative			
		Year)		8)	Disposed				Reported	Security:			
			Year)		of (D)				Transaction(s)	Direct			
									(Instr. 4)	(D)			
			1		(Instr. 3, 4					or			
		1	1	1									

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

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			& 5)									Indirect		
			Code	V	(A)	(D)	Date	Expira-	Title	Amount			(I)	
							Exer-cisable	tion		or			(Instr. 4)	
								Date		Number				
										of				
										Shares				
Phantom	1-for-1	11/25/02	A		54.072		Immed.		Common	54.072	\$69.39	1,275.543	D	
Stock									Stock					

Explanation of Responses:

By: /s/ Todd A. Mayman Attorney-in-Fact November 27, 2002

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.

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<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).