GANNETT CO INC /DE/ Form 4/A January 22, 2003

# FORM 4

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

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

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

Filed By

Romeo and Dye's

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OMB APPROVAL

### 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(h) of the Investment Company Act of 1940

1. Name and Ado			ame and Ti o., Inc. ("G		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Martore Gracia C. (Last) (First) (Middle) 7950 Jones Branch Drive				ortin	entification g Person, (voluntary)		Mon	atement for th/Day/Year aary 13, 2003	10 <u>X</u> Ot <u>Se</u>	Director Officer (give title below) ther (specify below) <u>enior Vice President and Chief</u> <u>inancial Officer</u>		
McLean, VA 22	-				Date (Mor	Amendment, of Original nth/Day/Year) ary 13, 2003	7. (C <u>X</u> Pe	. Individual or Joint/Group Filing Check Applicable Line) Comm filed by One Reporting erson Form filed by More than One Reporting Person				
(City) (State) (Zip)				Fabl	e I Non-l	Deriva	tive Secu	Dispose	isposed of, or Beneficially Owned			
1. Title of Security	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/	3. Trans- action Code (Instr. 8) Code V			es Acq d of (E	uired (A)	5. Amount of Securities Beneficially Owned Follow- ing Reported		6. Owner- ship Form: Direct (D) or Indirect (I (Instr. 4)	7. Nature of Indirect Beneficial	
		Year)				or		Transactions(s) $(1 + 3 + 3)$				
Common Stock	01/13/03		М		9,700	(D) A	\$37.375	(Instr. 3 & 4)				
Common Stock	01/13/03		S		4,700	D	\$75.05	5				
Common Stock	01/13/03		S		300	D	\$75.35	5				
Common Stock	01/13/03		S		4,700	D	\$75.28	3	2,973	D		
Common Stock								9	16.408 <u>(1)</u>	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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		(e	.g., puts,	calls,	wa	rra	nts	s, options, c	onverti	ible secu	rities)				
1. Title of	2. Conver-	3. Trans-	3A.	4.	5.			6. Date Exercisable		7. Title and		8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	action	Deemed	Trans-	Νť	imbe	er	and Expiratio	n	Amount of		Derivative	Derivative	Owner-	of Indirec
Security	Exercise	Date	Execution	action	of			Date		Underlying		Security	Securities	ship	Beneficial
	Price of		· ·	Code	De	erivat	tive	(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		Se	curit	ies	Year)		(Instr. 3 &	z 4)		Owned	of Deriv-	(Instr. 4)
		-	·	(Instr.	Ac	quir	ed						Following	ative	
		Year)	-	8)	(A	) or							Reported	Security:	
			Year)		Di	spos	ed						Transaction(s)	Direct	
					of	(D)							(Instr. 4)	(D)	
														or	
					(In	istr. 3	3,							Indirect	
					48	& 5)								(I)	
				Code	V (/	A) (	(D)	Date	Expira-	Title	Amount			(Instr. 4)	
					Ì	, ,			tion		or				
									Date		Number				
											of				
											Shares				
Employee	\$37.375	01/13/03		Μ	9,	700		(2)	12/10/06	Common	9,700		0	D	
Stock										Stock					
Option															
(right to															
buy)															

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

Explanation of Responses:

(1) The information in this report is based on a plan statement dated as of December 31, 2002.

(2) The initial option for 9,700 shares vested in four equal annual installments beginning on December 10, 1997.

#### By: /s/ Gracia C. Martore

January 22, 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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