

Edgar Filing: GANNETT CO INC /DE/ - Form 5

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

- Director
- Officer (give title below)
- 10% Owner
- 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) | |
|---------------------------------------|---|---|--|---------------------------|
| | | | Amount | (A) or (D) Price |

Common Stock

Common Stock

Common Stock

* If the form is filed by more than one Reporting Person, see Instruction

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4 (b) (v) .

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

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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)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) | 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) ----- Exer- cisable | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares |
|--|---|--|---|--|---|--|
|--|---|--|---|--|---|--|

| | | | | | | |
|--|---------|---------|---|-------|-----------------|-----------------------|
| Stock Options/ Option Surrender Rights | \$56.25 | 7/24/00 | A | 7,000 | 7/24/04 7/24/10 | Common Stock 7,000 |
|--|---------|---------|---|-------|-----------------|-----------------------|

| | | | | | | |
|--|---------|----------|---|--------|-------------------|------------------------|
| Stock Options/ Option Surrender Rights | \$54.31 | 12/05/00 | A | 14,000 | 12/05/04 12/05/10 | Common Stock 14,000 |
|--|---------|----------|---|--------|-------------------|------------------------|

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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

1/29/01

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

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.

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