GANNETT CO INC /DE/ Form 4 January 04, 2002

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

FORM 4

STATEMENT 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

Sec	cion so(i) oi the	IIIVestment Co	шрапу	ACC 01 1940
1. Name and Addres	s of Reporting Per	======== son*	=====	
Clark-Johnson	Susan			
(Last)	(First)	(1	 Middle	e)
Gannett Co., Inc.	7	950 Jones Bra	nch Di	rive
		(Street)		
McLean		Virginia		22107
(City)		(State)		(Zip)
	Ticker or Trading	Symbol	=====	
Gannett Co., Inc.	("GCI") ========			
3. IRS or Social S	ecurity Number of	Reporting Per	son (\	/oluntary)
4. Statement for M	onth/Year	=======	=====	
December, 2001				
5. If Amendment, D	ate of Original (M	onth/Year)		
6. Relationship of (Check all appl	Reporting Person icable)	to Issuer	===	
[] Directo	r (give title below]	-	10% Owner Other (specify below)

Senior Group President/Pacific Newspaper Group							
7. Individual or Joint/Group Filing (Check applicable line)							
[X] Form Filed by One Reporting Person							
[] Form Filed by More than One Reporting Person							
Table I Non-Derivative or Benef	ficially Owned		======================================	=			
			4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5)		(A) or		
1. Title of Security (Instr. 3)	Date	3. Transaction Code (Instr. 8)	Amount	(A)	Price		
Common Stock	12/05/01		7,800		\$32.00		
Common Stock	12/05/01	S	7,800	D	\$70.00		
Common Stock							
Common Stock	To 11/30/01						
Common Stock	To 11/30/01						
Common Stock	To 09/30/01						
Common Stock	To 09/30/01						

* If the Form is filed by more than one Reporting Person, see Instruction $5\left(b\right)\left(v\right)$

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

1. Title of Derivative Security		3. Trans- action Date (Month/	Trans- action Code	or Dis of (D) (Instr 4 and	tive ties ed (A) posed	Expiration (Month/Da	on Date ay/Year) Expira-		ying s and 4)
(Instr. 3)		Year)		(A)		cisable			Shares
Stock Option	\$32.00	12/05/01	M 		7,800	12/12/99	12/12/03	Common Stock	7 , 800

Explanation of Responses:

- (1) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.
- (2) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and Trust Company.
- (3) Held by spouse and/or immediate family member of reporting person. Beneficial ownership is disclaimed.

/s/Susan Clark-Johnson	01/04/02
**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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