

GANNETT CO INC /DE/  
Form 5  
February 10, 2003

**FORM 5**

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

OMB APPROVAL

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

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Form 3 Holdings Reported  
 Form 4 Transactions Reported

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 and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Diercks Ardyth R.</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>Gannett Co., Inc. ("GCI")</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior Vice President/Gannett Television and President and General Manager of WUSA-TV</b>		
Gannett Co., Inc. 7950 Jones Branch Drive			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year <b>December 29, 2002</b>		
(Street) <b>McLean, VA 22107</b>			5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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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**FORM 5 (continued) 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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year	10. Ownership Form of Derivative Security: Direct
					(A)	(D)		Title	Amount			

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						Date Exer-cisable	Expira- tion Date		Amount or Number of Shares		(Instr. 4)	(D) or Indirect (I) (Instr. 4)
Phantom Stock	1-for-1	(1)		A5	1,186.795		Immed.		Common Stock	1,186.795	(1)	
Phantom Stock	1-for-1	04/02/01		15		936.075			Common Stock	936.075	\$59.4983	
Phantom Stock	1-for-1	04/18/01		15		3.266			Common Stock	3.266	\$65.20	
Phantom Stock	1-for-1	(2)		A	886.157		Immed.		Common Stock	886.157	(2)	
Phantom Stock	1-for-1	04/01/02		I		1,200.105			Common Stock	1,200.105	\$76.7158	
Phantom Stock	1-for-1	04/30/02		I		3.637			Common Stock	3.637	\$73.20	1,040.946 <sup>(3)</sup> D

Explanation of Responses:

(1) Acquired on various dates between January 1, 2001 and December 30, 2001 pursuant to the Issuer's Deferred Compensation Plan, at prices ranging from \$60.4103 to \$67.9318 per share.

(2) Acquired on various dates between December 31, 2001 and August 29, 2002 pursuant to Issuer's Deferred Compensation Plan, at prices ranging from \$69.2302 to \$77.68 per share.

(3) Prior Forms 4 and 5 reported shares held under the Issuer's Deferred Compensation Plan in Table I, as Common Stock. These shares are now reported in Table II, Column 9 of this Form 5, as Phantom Stock.

By: /s/ **Ardyth R. Diercks**

**February 7, 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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