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

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

FORM 5

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

_ Form 3 Holdings

Reported

_ Form 4 Transactions Reported

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

ANNUAL 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

 Name and Address of Reporting Person* Sherlock Gary F. 	2. Issuer Nan Gannett Co.			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) Gannett Co., Inc. 7950 Jones Branch Drive	of Reporting Person,				h/Year mber 29. 2002	_ Director 10% Owner X Officer (give title below) Other (specify below)			
					1		<u>nt/Atlantic</u> oup and President 'he Journal News		
(Street)						7. Individual or Joint/Group Filing			
						(Check Applicable Line)			
McLean, VA 22107				(Mor		$\underline{\mathbf{X}}$ Form filed by One Reporting			
						Person			
					-	Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table	I Non De	nivotiv		posed of, or Beneficially Owned				
1. Title of 2. Trans- 2A. Deemed	3. Trans-				5. Amount of	6. Owner-	7. Nature of		
	action Code	4. Securitie			S. Amount of Securities	6. Owner- ship Form:	Indirect		
Security action Execution (Instr. 3) Date Date,	(Instr. 8)	(A) or $Disp(Instr. 3, 4)$		(D)	Beneficially	Direct (D)	Beneficial		
(Month/ Day/ if any	(Instr. 8)		(A)	Price	Owned at End of	or Indirect (I)	Ownership		
Year) (Month/Day/		Amount	(A) or	Price	Issuer's	(Instr. 4)	(Instr. 4)		
Year)			(D)		Fiscal year	(Insu: I)	(mou. i)		
, , , , , , , , , , , , , , , , , , ,			(D)		(Instr. 3 & 4)				
Common Stock					5,988	3 D			
Common Stock					868.384 <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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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, 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
1	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
												1

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(Instr. 3)	Price of Derivative Security		Date, if any (Month/ Day/ Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Year)		Securities (Instr. 3 & 4)			Owned at End of Year (Instr. 4)	Form of Deriv- ative Security: Direct (D) or Indirect	Ownership (Instr. 4)
						· /	Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares			(I) (Instr. 4)	
Phantom Stock	1-for-1	02/21/01		A5	697.002		Immed.		Common Stock	697.002	\$67.50			
Phantom Stock	1-for-1	02/20/02		Α	578.035		Immed.		Common Stock	578.035	\$74.39	11,259.119 ⁽²⁾	D	

Explanation of Responses:

(1) The information in this report is based on a plan statement dated as of September 30, 2002.

(2) 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/ Gary F. Sherlock

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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