GANNETT CO INC /DE/

Form 4

October 27, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB 3235-0287 Number:

OMB APPROVAL

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

See Instruction

See Instruction

See Instruction

Output Section 10(a) of the Section 10(a) of the Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading ymbol	5. Relationship of Reporting Person(s) to Issuer			
	(Check all applicable)			
Month/Day/Year)	Director 10% Owner			
0/25/2004	_X_ Officer (give title Other (specification) Pres, CEO-Gannett Broadcasting			
. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
iled(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	Person			
у	mbol ANNETT CO INC /DE/ [GCI] Date of Earliest Transaction Ionth/Day/Year) 0/25/2004 If Amendment, Date Original			

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Secur	ities Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D)				5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial	
	(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)				
Common			Code V	Amount		Price	(Instr. 3 and 4)		
Stock	10/25/2004		M	2,932	A	э 59.5	6,968.687	D	
Common Stock	10/25/2004		F	2,932	D	\$ 80.2	4,036.687	D	
Common Stock							3,457.769	I	By 401(k)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

Edgar Filing: GANNETT CO INC /DE/ - Form 4

number.

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. Numb orDerivati Securitic Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sha
Employee Stock Option (right to buy)	\$ 59.5	10/25/2004		M		3,952	12/09/1998(1)	12/09/2007	Common Stock	3,
Phantom Stock	<u>(2)</u>	10/25/2004		M	1,020		<u>(3)</u>	<u>(3)</u>	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DUBOW CRAIG A
GANNETT CO., INC.
7950 JONES BRANCH DRIVE
MCLEAN, VA 22107

Pres, CEO-Gannett Broadcasting

Signatures

Todd A. Mayman, Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The initial option for 15,600 shares vested in four equal annual installments beginning on December 9, 1998.
- (2) These shares of phantom stock convert to common stock on a one-for-one basis.
- (3) These shares of phantom stock are payable on various dates selected by the reporting person or as otherwise provided in the issuer's Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2