

GANNETT CO INC /DE/
Form 4/A
December 26, 2002

Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

**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**

| | | | | | | | | | |
|---|---------|----------|---|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Watson Gary L. | | | 2. Issuer Name and Ticker or Trading Symbol Gannett Co., Inc. ("GCI") | | | 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 below President/Gannett Newspaper Division | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year October 2, 2002 | | | 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 | | |
| Gannett Co., Inc. 7950 Jones Branch Drive | | | | | | | | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) October 9, 2002 | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | |
| McLean VA 22107 | | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------|--|--------------------------------|---|---|------------|-------|--|--|---|
| | | | Code | V | 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 Instructions 4(b)(v).

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FORM 4 (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 (mm/dd/yy) | 3A. Deemed Execution Date, if any (mm/dd/yy) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned |
|--|--|--------------------------------|--|--------------------------------|--|--|---|--|---|
| | | | | | | | | | |

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| | | | | and 5) | | | | | | | | Officially Owned Following Reported Transaction(s) (Instr. 4) | |
|---------------|---------|----------|--|--------|---|--------|--|-----|-----|--------------|--------|---|----------------|
| | | | | Code | V | | | | | | | | (A) |
| Phantom Stock | 1-for-1 | 10/02/02 | | A | | 68.701 | | (1) | (1) | Common Stock | 68.701 | \$74.31 | 21,340.422 (2) |

Explanation of Responses:

- (1) - These shares of phantom stock are payable on various dates selected by the reporting person or as provided in the issuer's Deferred Compensation Plan.
- (2) - The shares of phantom stock reported in Table II, Column 9 of this Form 4 were acquired under the issuer's Deferred Compensation Plan. Prior Forms 4 reported these shares in Table I, as Common Stock.

By:/s/ Todd A. Mayman
Attorney-in-Fact

December 26, 2002
 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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