

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).

☐ Form 3 Holdings
Reported

☒ Form 4 Transactions
Reported

**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

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden
hours per response. . .0.5

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Mallory Richard A.			Gannett Co., Inc. ("GCI")			☐ Director ☐ 10% Owner ☒ Officer (give title below) Other (specify below)			
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year			
Gannett Co., Inc.						December 29, 2002			
7950 Jones Branch Drive									
(Street)						5. If Amendment, Date of Original (Month/Year)			
McLean, VA 22107						7. Individual or Joint/Group Filing (Check Applicable Line)			
						☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person			
(City) (State) (Zip)			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			
Common Stock	12/09/01		M4	5	A				
Common Stock	12/09/01		F4	5	D	\$68.22			
Common Stock	01/04/02		G	150	D		429	D	
Common Stock							77.60 ⁽¹⁾	D	
Common Stock							1,801.813 ⁽²⁾	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).

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 number

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 (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$65.95	05/07/01		A5	3,000		(3)	12/05/10	Common Stock	3,000		3,000	D	
Stock Incentive Rights		12/09/01		M4		200	12/09/01	12/09/01	Common Stock	200		0	D	
Phantom Stock	1-for-1	12/09/01		M4	195		Immed.		Common Stock	195				
Phantom Stock	1-for-1	02/21/01		A5	444,444		Immed.		Common Stock	444,444	\$67.50			
Phantom Stock	1-for-1	(4)		A	1,443,497		Immed.		Common Stock	1,443,497	(4)	4,362,630(5)	D	

Explanation of Responses:

(1) These shares are held in the Issuer's Dividend Reinvestment Plan.

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

(3) The option vests in four equal annual installments beginning on December 5, 2001.

(4) 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.

(5) 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/ **Richard A. Mallery**

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.

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 Number.