

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

GANNETT CO INC /DE/
 Form 5
 February 02, 2001

 OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 5

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(f) of the Investment Company Act of 1940

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

Form 3 Holdings Reported

Form 4 Transactions Reported

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 1. Name and Address of Reporting Person*

Gasho	Lawrence	P.	
-----	-----	-----	-----
(Last)	(First)	(Middle)	
Gannett Co., Inc. 1100 Wilson Boulevard			

(Street)			
Arlington	Virginia	22234	
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(City)	(State)	(Zip)	

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 2. Issuer Name and Ticker or Trading Symbol

Gannett Co., Inc. ("GCI")
 =====

3. IRS or Social Security Number of Reporting Person (Voluntary)

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 4. Statement for Month/Year

December, 2000
 =====

5. If Amendment, Date of Original (Month/Year)

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 6. Relationship of Reporting Person 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) |

Vice President/Financial Analysis
 =====

7. Individual or Joint/Group Filing
 (Check applicable line)

- Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
 =====

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A)	(D)	Price

 Common Stock

 Common Stock

 Common Stock

 Common Stock

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 * If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Exer- cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Title	Amount or Number of Shares
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Stock Options/ Option Surrender Rights	\$56.25	7/24/00	A	4,700	7/24/04 7/24/10	Common Stock	4,700
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Stock Options/ Option Surrender Rights	\$54.31	12/05/00	A	6,500	12/05/04 12/05/10	Common Stock	6,500
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Explanation of Responses:

- (1) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.
- (2) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and Trust Company.
- (3) Held by the spouse and/or immediate family member of reporting person. Beneficial ownership is disclaimed.

/s/Lawrence P. Gasho

2/01/01

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.

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