

GANNETT CO INC /DE/
Form 3
October 04, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â JOHNSON SUSAN CLARK		(Month/Day/Year)	GANNETT CO INC /DE/ [GCI]	
(Last)	(First)	(Middle)	10/01/2005	
GANNETT CO., INC.,Â 7950 JONES BRANCH DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MCLEAN,Â VAÂ 22107			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Pres/Gannett Newspaper Div	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,132	D	Â
Common Stock	1,031.907	I	By 401(k) ⁽¹⁾
Common Stock	1,052	I	By spouse ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Phantom Stock	Â (3)	Â (3)	Common Stock	1,909.69	\$ (4)	D	Â
Employee Stock Option (right to buy)	Â (5)	12/09/2007	Common Stock	4,750	\$ 59.5	D	Â
Employee Stock Option (right to buy)	Â (6)	12/08/2008	Common Stock	27,500	\$ 65	D	Â
Employee Stock Option (right to buy)	Â (7)	12/07/2009	Common Stock	30,000	\$ 74.5	D	Â
Employee Stock Option (right to buy)	Â (8)	07/24/2010	Common Stock	17,500	\$ 56.25	D	Â
Employee Stock Option (right to buy)	Â (8)	12/07/2009	Common Stock	5,000	\$ 56.25	D	Â
Employee Stock Option (right to buy)	Â (9)	12/05/2010	Common Stock	12,500	\$ 54.31	D	Â
Employee Stock Option (right to buy)	12/04/2001	12/04/2011	Common Stock	2,800	\$ 69.35	D	Â
Employee Stock Option (right to buy)	Â (10)	12/02/2011	Common Stock	60,000	\$ 69.35	D	Â
Employee Stock Option (right to buy)	Â (11)	12/03/2012	Common Stock	60,000	\$ 70.21	D	Â
Employee Stock Option (right to buy)	Â (12)	12/12/2013	Common Stock	51,000	\$ 87.33	D	Â
Employee Stock Option (right to buy)	Â (13)	12/10/2012	Common Stock	48,000	\$ 80.9	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON SUSAN CLARK GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	Â	Â	Â Pres/Gannett Newspaper Div	Â

Signatures

/s/ Thomas L. Chapple,
Attorney-in-Fact

10/04/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Based on the most recent quarterly plan statement available dated as of September 23, 2005.
- (2) Beneficial ownership is disclaimed.
- (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.
- (4) These shares of phantom stock convert to common stock on a one-for-one basis.
- (5) The option vested in four equal annual installments beginning on December 9, 1998.
- (6) The option vested in four equal annual installments beginning on December 8, 1999.
- (7) The option vested in four equal annual installments beginning on December 7, 2000.
- (8) The option vested in four equal annual installments beginning on July 24, 2001.
- (9) The option vested in four equal annual installments beginning on December 5, 2001.
- (10) The option vested as to 45,000 shares in three equal annual installments beginning on December 4, 2002, and will vest as to the remaining 15,000 on December 4, 2005.
- (11) The option vested as to 30,000 shares in two equal annual installments beginning on December 3, 2003, and will vest as to the remaining 30,000 shares in two equal annual installments beginning on December 3, 2005.
- (12) The option vested as to 12,750 shares on December 12, 2004, and vested as to the remaining 38,250 shares on December 23, 2004.
- (13) The option will vest in four equal annual installments beginning on December 10, 2005.

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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