



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

[ ] Director [ ] 10% Owner  
 [ X ] Officer (give title below) [ ] Other (specify below)

Senior Vice President/Public Affairs and Government Relations

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

[ X ] Form filed by one Reporting Person  
 [ ] Form filed by more than one Reporting Person

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

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  | Price    |
|---------------------------------------|---|---|---|--|------------------|----------|
|                                       |   | Code                                    | V | Amount   | (A)<br>or<br>(D) |          |
| Common Stock                          | 08/21/02                                | M                                       |   | 1,000  | A                | \$37.375 |
| Common Stock                          | 08/21/02                                | S                                       |   | 1,000  | D                | \$76.563 |
| Common Stock                          | To 07/31/02                             |   |   |  |                  |          |
| Common Stock                          | To 06/30/02                             |   |   |  |                  |          |

\* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

FORM 4 (continued)

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

=====

| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira-<br>tion<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|--|--|---|--|
|--|---|--|--|--|---|--|

|               |          |          |   |       |                   |                       |
|---------------|----------|----------|---|-------|-------------------|-----------------------|
| Stock Options | \$37.375 | 08/21/02 | M | 1,000 | 12/10/00 12/10/06 | Common<br>Stock 1,000 |
|---------------|----------|----------|---|-------|-------------------|-----------------------|

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.

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

/s/ Millicent A. Feller

09/05/02

-----  
\*\*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.

Page 2 of 2