Shapiro Neal Form 4 April 29, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

| 1. Name and A Shapiro Nea | Symbol | 2. Issuer Name and Ticker or Trading Symbol GANNETT CO INC /DE/ [GCI] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--------------------------------------|---|--|--------------------------|---|---------------------------|--|--|--|---|
| (Last) | (First) (M | fiddle) 3. Date of | Earliest Tra | ansaction | | | (Cili | еск ан аррисави | <i>5)</i> |
| | | (Month/D | ay/Year) | | | | _X_ Director | | 6 Owner |
| GANNETT BRANCH D | JONES 04/28/20 | 04/28/2009 | | | Officer (gives) | ve title Oth below) | er (specify | | |
| (Street) 4. If Ame | | | Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| MCLEAN, V | Filed(Mor | Filed(Month/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) Tabl | e I - Non-D | erivative S | Securi | ties Ac | quired, Disposed | of, or Beneficia | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | e 2A. Deemed Execution Date, if any (Month/Day/Year) | Code | 4. SecurionAcquirec Disposec (Instr. 3, | l (A) of (D) 4 and (A) or |)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 04/28/2009 | | A | 1,250 | A | \$0 | 2,250 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | erivative Expiration Date eccurities (Month/Day/Year) cquired (A) Disposed of O) nstr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pr Deri Secu (Inst |
|---|---|---|---|---|--|--------------------|---|-------------------------------------|--------------------------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock | <u>(1)</u> | 04/28/2009 | A | 10,676 | (2) | (2) | Common Stock | 10,676 | \$: |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Shapiro Neal GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | X | | | | | |

Signatures

/s/ Todd A. Mayman, Attorney-in-Fact 04/29/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Each share of phantom stock is the economic equivalent of one share of Gannett common stock.
- (2) These shares of phantom stock are payable in cash or stock, at the election of the reporting person, on various dates selected by the reporting person or as otherwise provided in the Issuer's Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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