

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

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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

Senior Vice President/Gannett Broadcasting
 =====

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

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. 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) | | Price |
|---------------------------------------|---|---|---|--|------------------|---------|
| | | Code | V | Amount | (A) or (D) | |
| Common Stock | 02/21/01 | M | | 1,350 | A | \$32.00 |
| Common Stock | 02/21/01 | S | | 1,350 | D | \$68.00 |
| Common Stock | To 12/31/00 | | | | | |
| Common Stock | To 01/31/01 | | | | | |
| Common Stock | To 12/31/00 | | | | | |

* 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.

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FORM 4 (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 of Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) ----- Code V | 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 Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares |
|--|---|--|---|--|---|--|
| Stock Options | \$32.00 | 02/21/01 | M | 1,350 | 12/12/99 12/12/03 | Common Stock 1,350 |

Explanation of Responses:

- (1) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and Trust Company.
- (2) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.

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(3) Held by the trustee of the Company's Dividend Reinvestment Plan, Wells Fargo Bank Minnesota.

/s/Richard A. Mallary

3/08/01

**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 procedures.

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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