

GANNETT CO INC /DE/
Form 5
January 28, 2002

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

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

Senior Group President/Pacific Newspaper Group

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)		
			Amount	(A) or (D)	Price

Common Stock

Common Stock

Common Stock

Common Stock

Common Stock

Common Stock

* If the form is filed by more than one Reporting Person, see Instruction

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4(b) (v) .

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	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares			
Stock Options	\$69.35	12/04/01	A	2,800	12/04/01 12/04/11	Common Stock	2,800		
Stock Options	\$69.35	12/04/01	A	60,000	12/04/05 12/02/11	Common Stock	60,000		
Stock Options	\$69.35	12/04/01	A	5,000	12/04/05 12/02/11	Common Stock	5,000		

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Trust Company.

(3) Held by spouse and/or immediate family member of reporting person.
Beneficial ownership is disclaimed.

/s/Susan Clark-Johnson

01/28/02

**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.

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