

Williams John A  
Form 3  
January 23, 2006

**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	
Williams John A		(Month/Day/Year)	GANNETT CO INC /DE/ [GCI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/12/2006		
GANNETT CO., INC., 7950 JONES BRANCH DRIVE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Pres - Gannett Digital	
MCLEAN, VA 22107				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**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	1,004	D	
Common Stock	2,579.06	I	By 401(k)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â (1)	Â (1)	Common Stock	1,389.829	\$ (2)	D	Â
Restricted Stock Units	12/09/2009	12/09/2009	Common Stock	1,000	\$ (3)	D	Â
Employee Stock Option (right to buy)	Â (4)	12/09/2007	Common Stock	5,600	\$ 59.5	D	Â
Employee Stock Option (right to buy)	Â (5)	12/08/2008	Common Stock	8,260	\$ 65	D	Â
Employee Stock Option (right to buy)	Â (6)	12/07/2009	Common Stock	9,000	\$ 74.5	D	Â
Employee Stock Option (right to buy)	Â (7)	07/24/2010	Common Stock	4,700	\$ 56.25	D	Â
Employee Stock Option (right to buy)	Â (8)	12/05/2010	Common Stock	7,500	\$ 54.31	D	Â
Employee Stock Option (right to buy)	12/04/2001	12/04/2011	Common Stock	1,700	\$ 69.35	D	Â
Employee Stock Option (right to buy)	Â (9)	12/02/2011	Common Stock	14,000	\$ 69.35	D	Â
Employee Stock Option (right to buy)	Â (10)	12/03/2012	Common Stock	13,000	\$ 70.21	D	Â
Employee Stock Option (right to buy)	Â (11)	12/03/2012	Common Stock	3,500	\$ 77.28	D	Â
Employee Stock Option (right to buy)	Â (12)	12/12/2013	Common Stock	14,000	\$ 87.33	D	Â
Employee Stock Option (right to buy)	10/28/2005	12/10/2012	Common Stock	14,500	\$ 80.9	D	Â
Employee Stock Option (right to buy)	Â (13)	12/09/2013	Common Stock	30,500	\$ 60.29	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams John A GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	Â	Â	Â Pres - Gannett Digital	Â

## Signatures

/s/ Todd A. Mayman,  
Attorney-in-Fact

01/23/2006

\_\_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) 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.
- (2) Each share of phantom stock is the economic equivalent of one share of common stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.
- (4) The option vested in four equal annual installments beginning on December 9, 1998.
- (5) The option vested in four equal annual installments beginning on December 8, 1999.
- (6) The option vested in four equal annual installments beginning on December 7, 2000.
- (7) The option vested in four equal annual installments beginning on July 24, 2001.
- (8) The option vested in four equal annual installments beginning on December 5, 2001.
- (9) The option vested in four equal annual installments beginning on December 4, 2002.
- (10) The option vested as to 9,750 shares in three equal annual installments beginning on December 3, 2003, and will vest as to the remaining 3,250 shares on December 3, 2006.
- (11) The option vested as to 2,625 shares in three equal annual installments beginning on December 3, 2003, and will vest as to the remaining 875 shares on December 3, 2006.
- (12) The option vested as to 3,500 shares on December 12, 2004, and vested as to the remaining 10,500 shares on December 23, 2004.
- (13) The option will vest in four equal annual installments beginning on December 9, 2006.

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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