

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

[X] Officer (give title below) [] Other (specify below)

Senior Vice President/Gannett Television

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. 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 | 05/14/01 | M | 2,955 | A | \$37.3750 Se |
| Common Stock | 05/14/01 | S | 2,955 | D | \$66.8313 Se |
| Common Stock | 05/14/01 | M | 1,850 | A | \$59.50 Se |
| Common Stock | 05/14/01 | S | 1,850 | D | \$66.8313 0 |
| Common Stock | To 03/31/01 | | | | 2, |
| Common Stock | To 04/30/01 | | | | |

* If the Form is filed by more than one Reporting Person, see Instruction 5(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 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 Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares |
|--|---|--|---|---|--|--|
| Stock Options | \$37.3750 | 05/14/01 | M | 2,995 | 12/10/00 12/10/06 | Common Stock 2,955 |
| Stock Options | \$59.50 | 05/14/01 | M | 1,850 | 12/09/01 12/09/07 | Common Stock 1,850 |

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.

/s/Ardyth R. Diercks

06/11/01

**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 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.