

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

 OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[] Check this box if no longer subject of Section 16. Form 4 or Form 5
 obligations may continue. See Instruction 1(b).

[] Form 3 Holdings Reported

[] Form 4 Transactions Reported

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1. Name and Address of Reporting Person*

| | | |
|-------------------|-------------------------|----------|
| Clark-Johnson | Susan | |
| ----- | ----- | ----- |
| (Last) | (First) | (Middle) |
| Gannett Co., Inc. | 7950 Jones Branch Drive | |
| ----- | ----- | ----- |
| | (Street) | |
| McLean | Virginia | 22107 |
| ----- | ----- | ----- |
| (City) | (State) | (Zip) |

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2. Issuer Name and Ticker or Trading Symbol

Gannett Co., Inc. ("GCI")
 =====

3. IRS or Social Security Number of Reporting Person (Voluntary)

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4. Statement for Month/Year

December, 2001
 =====

5. If Amendment, Date of Original (Month/Year)

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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)

| 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) ----- Exer- cisable Date | 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 |

Explanation of Responses:

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

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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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