

GANNETT CO INC /DE/

Form 3

July 18, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *

Â OGDEN ROGER

(Last) (First) (Middle)

GANNETT CO., INC.,Â 7950
JONES BRANCH DRIVE

(Street)

MCLEAN,Â VAÂ 22107

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/15/2005

3. Issuer Name and Ticker or Trading Symbol
GANNETT CO INC /DE/ [GCI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other

(give title below) (specify below)

Pres, CEO-Gannett Broadcasting

6. 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 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

404

D

Â

Common Stock

909.36

I

By 401(k) ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 <u>(2)</u>	Â <u>(2)</u>	Common Stock	9,509.971	\$ <u>(3)</u>	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	12/10/2006	Common Stock	4,600	\$ 48.44	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	12/09/2007	Common Stock	7,600	\$ 59.5	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	12/08/2008	Common Stock	11,560	\$ 65	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	12/07/2009	Common Stock	21,000	\$ 74.5	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	07/24/2010	Common Stock	11,500	\$ 56.25	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	12/05/2010	Common Stock	14,000	\$ 54.31	D	Â
Employee Stock Option (right to buy)	12/04/2001	12/04/2011	Common Stock	1,800	\$ 69.35	D	Â
Employee Stock Option (right to buy)	Â <u>(10)</u>	12/02/2011	Common Stock	27,000	\$ 69.35	D	Â
Employee Stock Option (right to buy)	Â <u>(11)</u>	12/03/2012	Common Stock	30,000	\$ 70.21	D	Â
Employee Stock Option (right to buy)	Â <u>(12)</u>	12/12/2013	Common Stock	28,500	\$ 87.33	D	Â
Employee Stock Option (right to buy)	Â <u>(13)</u>	12/10/2012	Common Stock	26,000	\$ 80.9	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OGDEN ROGER GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	Â	Â	Â Pres, CEO-Gannett Broadcasting	Â

Signatures

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

07/18/2005

__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) Based on the most recent quarterly plan statement available dated as of June 24, 2005.
 - (2) These shares of phantom stock are payable on various dates selected by the reporting person or as otherwise provided in the Issuer's Deferred Compensation Plan.
 - (3) These shares of phantom stock convert to common stock on a one-for-one basis.
 - (4) The option vested in four equal annual installments beginning on December 10, 1997.
 - (5) The option vested in four equal annual installments beginning on December 9, 1998.
 - (6) The option vested in four equal annual installments beginning on December 8, 1999.
 - (7) The option vested in four equal annual installments beginning on December 7, 2000.
 - (8) The option vested in four equal annual installments beginning on July 24, 2001.
 - (9) The option vested in four equal annual installments beginning on December 5, 2001.
 - (10) The option vested as to 20,250 shares in three equal annual installments beginning on December 4, 2002, and will vest as to the remaining 6,750 shares on December 4, 2005.
 - (11) The option vested as to 15,000 shares in two equal annual installments beginning on December 3, 2003, and will vest as to the remaining 15,000 shares in two equal annual installments beginning on December 3, 2005.
 - (12) The option vested as to 7,125 shares on December 12, 2004, and vested as to the remaining 21,375 shares on December 23, 2004.
 - (13) The option will vest in four equal annual installments beginning on December 10, 2005.

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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