

GANNETT CO INC /DE/

Form 4

June 19, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCORKINDALE DOUGLAS H

(Last) (First) (Middle)

GANNETT CO., INC., 7950 JONES
BRANCH DRIVE

(Street)

MCLEAN, VA 22107

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman

6. 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					253,378 ⁽¹⁾	I	By 401(k)
Common Stock					874	I	By spouse
Common Stock					79,449	I	By GRAT I
Common Stock					47,886	I	By GRAT II
Common Stock	06/15/2006		M		50,000	A	\$ 37.375

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

Common Stock	06/15/2006	S	100	D	\$ 55.42	412,016	D
Common Stock	06/15/2006	S	283	D	\$ 55.41	411,733	D
Common Stock	06/15/2006	S	200	D	\$ 55.4	411,533	D
Common Stock	06/15/2006	S	300	D	\$ 55.39	411,233	D
Common Stock	06/15/2006	S	400	D	\$ 55.35	410,833	D
Common Stock	06/15/2006	S	2,100	D	\$ 55.33	408,733	D
Common Stock	06/15/2006	S	1,400	D	\$ 55.32	407,333	D
Common Stock	06/15/2006	S	1,600	D	\$ 55.31	405,733	D
Common Stock	06/15/2006	S	400	D	\$ 55.3	405,333	D
Common Stock	06/15/2006	S	200	D	\$ 55.29	405,133	D
Common Stock	06/15/2006	S	1,399	D	\$ 55.28	403,734	D
Common Stock	06/15/2006	S	99	D	\$ 55.27	403,635	D
Common Stock	06/15/2006	S	601	D	\$ 55.26	403,034	D
Common Stock	06/15/2006	S	2,101	D	\$ 55.25	400,933	D
Common Stock	06/15/2006	S	1,400	D	\$ 55.24	399,533	D
Common Stock	06/15/2006	S	1,400	D	\$ 55.23	398,133	D
Common Stock	06/15/2006	S	3,000	D	\$ 55.22	395,133	D
Common Stock	06/15/2006	S	1,300	D	\$ 55.21	393,833	D
Common Stock	06/15/2006	S	500	D	\$ 55.2	393,333	D
Common Stock	06/15/2006	S	1,100	D	\$ 55.18	392,233	D
	06/15/2006	S	800	D	\$ 55.17	391,433	D

Common
Stock

Common Stock	06/15/2006	S	200	D	\$ 55.16	391,233	D
Common Stock	06/15/2006	S	800	D	\$ 55.15	390,433	D
Common Stock	06/15/2006	S	600	D	\$ 55.14	389,833	D
Common Stock	06/15/2006	S	500	D	\$ 55.13	389,333	D

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

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.

SEC 1474
(9-02)

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 37.375	06/15/2006		M	50,000	<u>(2)</u> 12/10/2006	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 37.375	06/16/2006		M	14,776	<u>(2)</u> 12/10/2006	Common Stock	14,776

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MCCORKINDALE DOUGLAS H
GANNETT CO., INC.
7950 JONES BRANCH DRIVE
MCLEAN, VA 22107

X

Chairman

Signatures

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

06/19/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) The information in this report is based on a plan statement dated as of March 24, 2006.
 - (2) The option vested in four equal annual installments beginning on December 10, 1997.

Remarks:

This report is the first of two reports filed to report the insider's transactions on 6/15/06 and 6/16/06.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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