

GANNETT CO INC /DE/
Form 5
February 10, 2003

FORM 5

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

OMB APPROVAL

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Form 3 Holdings Reported
 Form 4 Transactions Reported

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

| | | | | | | | |
|--|--|--|---|--|--|--|--|
| 1. Name and Address of Reporting Person* Brokaw Meredith A. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol Gannett Co., Inc. ("GCI") | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Year December 29, 2002 | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| 5. If Amendment, Date of Original (Month/Year) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | |
| 7. Nature of Ownership (Instr. 4) | | | 8. Price of Security (Instr. 5) | | | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | |
| 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | 11. Title and Amount of Underlying Securities (Instr. 3 & 4) | | | 12. Price of Derivative Security (Instr. 5) | |
| 13. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | | | 14. Date Exercisable and Expiration Date (Month/Day/Year) | | | 15. Title and Amount of Underlying Securities (Instr. 3 & 4) | |
| 16. Conversion or Exercise Price of Derivative Security (Instr. 3) | | | 17. Date of Original (Month/Year) | | | 18. Date Exercisable and Expiration Date (Month/Day/Year) | |
| 19. Amount or Number | | | 20. Title | | | 21. Amount or Number | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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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. 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 & 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or | 11. Title and Amount of Underlying Securities (Instr. 3 & 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---|--|--|
| | | | | | (A) (D) | Date Exer-cisable Expiration Date | Title Amount or Number | | | | |

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| | | | | | | | | | of Shares | | | Indirect (I) (Instr. 4) | |
|--|---------|----------------|--|----|---------|-----------|----------------|----------|-----------------|-----------|----------------|-------------------------------|---|
| Phantom Stock | 1-for-1 | ⁽¹⁾ | | A5 | 359.168 | | Immed. | | Common Stock | 359.168 | ⁽¹⁾ | | |
| Phantom Stock | 1-for-1 | 12/31/01 | | I | | 3,082.296 | | | Common Stock | 3,082.296 | \$68.21 | | |
| Phantom Stock | 1-for-1 | 01/31/02 | | I | | 10.268 | | | Common Stock | 10.268 | \$67.0032 | 7,840.479 ⁽²⁾ | D |
| Director Stock Option (right to buy) | \$71.50 | 05/07/02 | | A | 3,500 | | ⁽³⁾ | 05/07/12 | Common Stock | 3,500 | | 3,500 | D |

Explanation of Responses:

(1) Acquired on various dates between January 1, 2001 and December 30, 2001 pursuant to the Issuer's Deferred Compensation Plan, at prices ranging from \$60.4103 to \$67.9318 per share.

(2) Prior Forms 4 and 5 reported shares held under the Issuer's Deferred Compensation Plan in Table I, as Common Stock. These shares are now reported in Table II, Column 9 of this Form 5, as Phantom Stock. This amount includes 110.187 shares of Phantom Stock acquired between December 31, 2001 and December 29, 2002 pursuant to the dividend reinvestment feature of the Issuer's Deferred Compensation Plan.

(3) The option vests in four equal annual installments beginning on May 7, 2003.

By: /s/ **Todd A. Mayman**
Attorney-in-Fact

February 10, 2003
Date

**Signature of Reporting Person

**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 is insufficient, See Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, THAT THE UNDERSIGNED HEREBY CONSTITUTES AND APPOINTS EACH OF THOMAS L. CHAPPLE, BARBARA W. WALL AND TODD A. MAYMAN, SIGNING SINGLY, THE UNDERSIGNED'S TRUE AND LAWFUL ATTORNEY-IN-FACT TO:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Gannett Co., Inc. (the "Company"), Forms 3, 4, 5 and 144 in accordance with the Securities laws of the United States and the rules thereunder;

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(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or other authority where such filing is required; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of October, 2002.

/s/ Meredith A. Brokaw

WITNESS: /s/ Jennifer L. Albosta

Meredith A. Brokaw

Jennifer L. Albosta