

Hart Michael A.  
Form 3  
May 17, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Hart Michael A.		(Month/Day/Year)	GANNETT CO INC /DE/ [GCI]	
(Last)	(First)	(Middle)	05/14/2012	
C/O GANNETT CO., INC., 7950 JONES BRANCH DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MCLEAN, VA 22107			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President and Treasurer	

**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	3,295	D	
Common Stock	5,572.8	I	By 401(k) Plan

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

SEC 1473 (7-02)

**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.**

**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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Phantom Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	4,424.62	\$ <u>(2)</u>	D	Â
Restricted Stock Units	12/12/2012	12/12/2012	Common Stock	3,000	\$ <u>(3)</u>	D	Â
Restricted Stock Units	12/11/2013	12/11/2013	Common Stock	3,700	\$ <u>(3)</u>	D	Â
Restricted Stock Units	12/10/2014	12/10/2014	Common Stock	6,000	\$ <u>(3)</u>	D	Â
Restricted Stock Units	12/31/2015	12/31/2015	Common Stock	5,385	\$ <u>(3)</u>	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	12/03/2012	Common Stock	12,000	\$ 70.21	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	12/12/2013	Common Stock	11,000	\$ 87.33	D	Â
Employee Stock Option (Right to Buy)	Â <u>(6)</u>	12/10/2012	Common Stock	10,500	\$ 80.9	D	Â
Employee Stock Option (Right to Buy)	Â <u>(7)</u>	12/09/2013	Common Stock	7,200	\$ 60.29	D	Â
Employee Stock Option (Right to Buy)	Â <u>(8)</u>	12/08/2014	Common Stock	6,000	\$ 59.96	D	Â
Employee Stock Option (Right to Buy)	Â <u>(9)</u>	12/07/2015	Common Stock	3,600	\$ 35.84	D	Â
Employee Stock Option (Right to Buy)	Â <u>(10)</u>	12/12/2016	Common Stock	10,000	\$ 7.53	D	Â
Employee Stock Option (Right to Buy)	Â <u>(11)</u>	12/11/2017	Common Stock	11,000	\$ 13.16	D	Â
Employee Stock Option (Right to Buy)	Â <u>(12)</u>	12/10/2018	Common Stock	15,000	\$ 15.69	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hart Michael A. C/O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	Â	Â	Â Vice President and Treasurer	Â

## Signatures

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

05/17/2012

\_\_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) Each share of phantom stock is payable in cash or stock, at the election of the reporting person, on various dates selected by the reporting person or as otherwise provided in the Issuer's Deferred Compensation Plan.
- (2) Each share of phantom stock is the economic equivalent of one share of Gannett common stock.
- (3) Each restricted stock unit represents a contingent right to receive on share of the underlying common stock.
- (4) The option vested in four equal annual installments beginning on December 3, 2003.
- (5) The option vested in four equal annual installments beginning on December 12, 2004.
- (6) The option vested in four equal annual installments beginning on December 10, 2005.
- (7) The option vested in four equal annual installments beginning on December 9, 2006.
- (8) The option vested in four equal annual installments beginning on December 8, 2007.
- (9) The option vested in four equal annual installments beginning on December 7, 2008.
- (10) The option vested as to 7,500 shares in three equal annual installments beginning on December 12, 2009 and will vest as to the remaining 2,500 on December 12, 2012.
- (11) The option vested as to 5,500 shares in two equal annual installments beginning on December 11, 2010 and will vest as to the remaining 5,500 in two equal annual installments beginning on December 11, 2012.
- (12) The option vested as to 3,750 shares on December 10, 2011 and will vest as to the remaining 11,250 in three equal annual installments beginning on December 10, 2012.

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.