

Edgar Filing: GANNETT CO INC /DE/ - Form 5

4(b) (v) .

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

Page 1 of 2

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- Expira- cisable tion Date Date | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares | |
|--|---|--|---|--|--|----------|--|--------|
| Stock Options/ Option Surrender Rights | \$56.25 | 7/24/00 | A | 17,500 | 7/24/04 | 7/24/10 | Common Stock | 17,500 |
| Stock Options/ Option Surrender Rights | \$54.31 | 12/05/00 | A | 30,000 | 12/05/04 | 12/05/10 | Common Stock | 30,000 |
| Stock Options/ Option Surrender Rights | \$56.25 | 7/24/00 | A | 2,350 | 7/24/04 | 7/24/10 | Common Stock | 2,350 |
| Stock Options/ Option Surrender Rights | \$54.31 | 12/05/00 | A | 3,500 | 12/05/04 | 12/05/10 | Common Stock | 3,500 |

=====
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 Trust Company.
- (3) Held by spouse and/or immediate family member of reporting person. Beneficial ownership is disclaimed.

/s/Susan Clark-Johnson

2/05/01

**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.