

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MARTORE GRACIA C</u> (Last) (First) (Middle) <u>GANNETT CO., INC.</u> <u>7950 JONES BRANCH DRIVE</u> (Street) <u>MCLEAN VA 22107</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GANNETT CO INC /DE/ [GCI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/05/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. 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

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	01/05/2004		M		6,100	A	\$59.5	9,073	D	
Common Stock	01/05/2004		M		5,250	A	\$56.25	14,323	D	
Common Stock	01/05/2004		M		10,500	A	\$54.31	24,823	D	
Common Stock	01/05/2004		S		21,850	D	\$89.75	2,973	D	
Common Stock								1,013,739 ⁽¹⁾	I	By 401(k) Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right-to-buy)	\$59.5	01/05/2004		M		6,100		12/09/1998 ⁽²⁾	12/09/2007	Common Stock	6,100	\$0	0	D	
Employee Stock Option (right-to-buy)	\$56.25	01/05/2004		M		5,250		07/24/2001 ⁽³⁾	07/24/2010	Common Stock	5,250	\$0	1,750	D	
Employee Stock Option (right-to-buy)	\$54.31	01/05/2004		M		10,500		12/05/2001 ⁽⁴⁾	12/05/2010	Common Stock	10,500	\$0	3,500	D	

Explanation of Responses:

- The information in this report is based on a plan statement dated December 26, 2003.
- The initial option for 6,100 shares vested in four equal annual installments beginning on December 9, 1998.
- The initial option for 7,000 shares vests in four equal annual installments beginning on July 24, 2001.
- The initial option for 14,000 shares vests in four equal annual installments beginning on December 5, 2001.

Remarks:

Todd A. Mayman, Attorney-in-Fact 01/07/2004

** Signature of Reporting Person Date

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).

** 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.

