

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO-T/A
TENDER OFFER STATEMENT
UNDER
SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5 - FINAL AMENDMENT)*

CENTRAL NEWSPAPERS, INC.
(Name of Subject Company (Issuer))

PACIFIC AND SOUTHERN INDIANA CORP.
GANNETT CO., INC.
(Names of Filing Persons (Offerors))

CLASS A COMMON STOCK, NO PAR VALUE;
CLASS B COMMON STOCK, NO PAR VALUE
(Title of Class of Securities)

154647101;
154647200
(CUSIP NUMBERS OF CLASS OF SECURITIES)

THOMAS L. CHAPPLE, ESQ.
GANNETT CO., INC.
1100 WILSON BOULEVARD
ARLINGTON, VIRGINIA 22234
(703) 284-6961
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications
on Behalf Of Filing Persons)

Copy to:
RICHARD F. LANGAN, JR., ESQ.
JOHN C. PARTIGAN, ESQ.
NIXON PEABODY LLP
401 NINTH STREET, N.W.
WASHINGTON, DC 20004
(202) 585-8000

CALCULATION OF FILING FEE

TRANSACTION VALUATION

\$2,649,136,448

AMOUNT OF FILING FEES

\$529,827.29*

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$529,827.29
Form or Registration No.: Schedule TO; File No. 5-40711

Filing Party: Gannett Co., Inc.
Date Filed: July 3, 2000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes to designate any transactions to which the statement relates: third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 5, the final amendment (this "Amendment"), amends and supplements the Tender Offer Statement on Schedule T0 filed by Pacific and Southern Indiana Corp., an Indiana corporation ("Purchaser"), and Gannett Co., Inc., a Delaware corporation ("Parent" or "Gannett"), as amended by Amendment No. 1 to the Schedule T0 filed by Purchaser and Parent on July 14, 2000, Amendment No. 2 to the Schedule T0 filed by Purchaser and Parent on July 17, 2000, Amendment No. 3 to the Schedule T0 filed by Purchaser and Parent on July 21, 2000 and Amendment No. 4 to the Schedule T0 filed by Purchaser and Parent on July 24, 2000 (collectively, the "Schedule T0") relating to the offer to purchase for cash any and all outstanding shares of Class A Common Stock and Class B Common Stock (collectively, "Company Stock") of Central Newspapers, Inc., an Indiana corporation (the "Company"), upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 3, 2000 (the "Offer to Purchase") and in the related Letter of Transmittal filed as Exhibit (a)(2) thereto (which, together with the Offer to Purchase, as supplemented or amended from time to time, constitute the "Offer"). Capitalized terms used but not defined herein have the meanings assigned to such terms in the Schedule T0, including the Offer to Purchase.

ITEMS 1 -11.

Items 1 through 9 and 11 of the Schedule T0, which incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding thereto the following:

The Offer expired at 12:00 midnight, New York City time, on Monday, July 31, 2000. Pursuant to the Offer, based upon a preliminary report from the Depository, Purchaser accepted for payment 32,090,131 shares of Class A Stock, representing approximately 98.1% of the outstanding Class A Stock (including 1,714,815 shares of Class A Stock tendered pursuant to guaranteed delivery) and 55,284,735 shares of Class B Stock, representing approximately 99.9% of the outstanding Class B Stock (including 49,990 shares of Class B Stock tendered pursuant to guaranteed delivery). On August 1, 2000, Parent issued a press release announcing the expiration of the tender offer and acceptance for payment of such tendered Company Stock and Purchaser's intention to acquire the remaining shares of Company Stock through a cash merger, expected to be completed shortly.

The full text of the August 1, 2000 press release is attached as Exhibit (a)(10) hereto and incorporated herein by reference.

ITEM 12. EXHIBITS.

(a)(10) Press release issued by Gannett Co., Inc., dated August 1, 2000.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PACIFIC AND SOUTHERN INDIANA CORP.

By: /s/ Thomas L. Chapple

Name: Thomas L. Chapple
Title: Vice President

GANNETT CO., INC.

By: /s/ Thomas L. Chapple

Name: Thomas L. Chapple
Title: Senior Vice President

Dated: August 1, 2000

EXHIBIT INDEX

(a)(10) Press release issued by Gannett Co., Inc., dated August 1, 2000.

GANNETT SUBSIDIARY COMPLETES TENDER OFFER FOR CENTRAL NEWSPAPERS INC.

APPROXIMATELY 98.1% OF SHARES OF CLASS A STOCK AND 99.9% OF CLASS B STOCK RECEIVED

FOR IMMEDIATE RELEASE

Tuesday, August 1, 2000

ARLINGTON, VA - Gannett Co., Inc. (NYSE: GCI) announced today that a Gannett subsidiary, Pacific and Southern Indiana Corp., completed its cash tender offer for the outstanding Class A Common Stock and Class B Common Stock of Central Newspapers, Inc.

Effective today, Gannett has assumed control of Central's operations and Douglas H. McCorkindale, President and Chief Executive Officer of Gannett, has been named President and Chief Executive Officer of Central Newspapers. In addition, Gary L. Watson, Larry F. Miller, Gracia C. Martore, Thomas L. Chapple and Christopher W. Baldwin have been elected to serve as Vice President, Vice President, Treasurer, Secretary and Assistant Treasurer of Central, respectively. In addition, Gannett executives John J. Curley, McCorkindale, Miller, Chapple and Watson have been appointed to the Board of Directors of Central to fill the vacancies due to the resignations of L. Ben Lytle, Kathryn L. Munro, Myrta J. Pulliam, Frank E. Russell and Richard Snell.

The tender offer expired at 12:00 midnight, New York City time, on Monday, July 31, 2000. Based on preliminary information, a total of 32,090,131 shares of Class A Stock (including 1,714,815 shares of Class A Stock subject to guaranteed delivery), representing approximately 98.1% of the outstanding Class A Stock of Central, and a total of 55,284,735 shares of Class B Stock (including 49,990 shares of Class B Stock subject to guaranteed delivery), representing approximately 99.9% of the outstanding Class B Stock of Central, were validly tendered prior to the expiration of the offer and not withdrawn. All such shares have been accepted for purchase in accordance with the terms of the offer.

Under the terms of the merger agreement among Central Newspapers, Gannett and the Gannett subsidiary announced on June 28, 2000, Gannett will complete its acquisition of Central Newspapers by effecting a merger of the Gannett subsidiary into Central Newspapers under Indiana law, in which the remaining outstanding shares of Central's Class A Stock and Class B Stock held by persons other than Gannett or Central Newspapers will be converted into the right to receive \$64.00 and \$6.40 per share, respectively. The merger is expected to be completed shortly.

Gannett Co., Inc. is an international news and information company that now publishes 99 daily newspapers in the USA, including USA TODAY, the nation's largest-selling daily newspaper. The company also owns in excess of 200 non-daily publications and USA WEEKEND, a weekly newspaper magazine. In the United Kingdom, Gannett subsidiary Newsquest plc publishes nearly 300 titles, including 15 daily newspapers. In July, Gannett acquired 19 daily newspapers and related publications from Thomson Newspapers, Inc. Gannett also operates 22 television stations and is an

Internet leader with sites sponsored by most of its TV stations and newspapers including USATODAY.com, one of the most popular news sites on the Web.

Central Newspapers is a media and information company. Through its flagship newspapers The Arizona Republic and The Indianapolis Star, Central publishes the only major dailies in the greater Phoenix metropolitan area and central Indiana, and also operates those markets' leading local Internet portals, azcentral.com in Arizona and indy.com in Indianapolis. Central also owns and operates several smaller newspapers as well as other related media and information businesses, including 23% of BrassRing, Inc.

This release contains forward looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those projected in such statements. Potential risks and uncertainties include, but are not limited to, satisfaction of the conditions to closing and Gannett's ability to integrate Central Newspapers operations and achieve the anticipated synergies of the transaction. The parties are required to file documentation with the Securities and Exchange Commission concerning the transaction. WE URGE INVESTORS TO READ THE SCHEDULE TO, THE SCHEDULE 14D-9 AND ANY OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC, WHEN THEY BECOME AVAILABLE, BECAUSE THEY CONTAIN IMPORTANT INFORMATION. You may obtain a free copy of the documents filed by Gannett or Central with the Commission at the Commission's web site at www.sec.gov. In addition, documents filed with the SEC by Gannett or Central will be available free of charge by directing a request to the Secretary of Gannett at 1100 Wilson Boulevard, Arlington, VA 22234 and the Secretary of Central at 200 E. Van Buren Street, Phoenix, AZ 85004, respectively.

For more information:
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