FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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			or Section So(ii) of the investment Company Act of 1940			
1. Name and Address of Reporting Person* OGDEN ROGER			2. Issuer Name and Ticker or Trading Symbol <u>GANNETT CO INC /DE/</u> [GCI]	(Check	tionship of Reporting Per all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify
(Last) GANNETT CC 7950 JONES B	(First) (Middle) TT CO., INC. NES BRANCH DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 02/21/2006	- X	below) Pres, CEO-Gannett	below)
(Street) MCLEAN (City)	VA (State)	22107 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting 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)			Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)			Derivative		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)	derivative Securities Beneficially Owned Following Reported	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	Amount or Number of Shares		(Instr. 4)		
(1)	02/21/2006		A		1,162.05		(2)	(2)	Common Stock	1,162.05	\$62.39	10,756.474	D	
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Month/Day/Year) Code (8) Code (8) Code (Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Month/Day/Year) Execution Date, if any (Month/Day/Year) Month/Day/Year) Code (Instr. 8) Code V	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securitie a courtied or Dispos of (D) (Inst 3, 4 and 5) Code V (A)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securites Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) V Code V (A) (D)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Solution (Month/Day/Year) Expiration Date (Month/Day/Year) V Code V (A) (D) Date Code V (A) (D)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities or (D) (Instr. 3, 4 and 5) Expiration Date (Month/Day/Year) Security Code (Instr. 9) Code (Instr. 8) Derivative Securities or (D) (Instr. 3, 4 and 5) Expiration Date (Month/Day/Year)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Security Expiration Date (Month/Day/Year) of Security Underlying Security (I 0) 0 Date Expiration Date, (Month/Day/Year) Transaction (Month/Day/Year) Derivative Security Expiration Date (Month/Day/Year) of Security Security (I 4) 0 Date Expiration Date Expiration Date Transaction Security (I 4) 0 Date Expiration Date Expiration Date Tritle (I) 02/21/2006 A 1162.05 (2) (2) Common	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities Expiration Date (Month/Day/Year) of Securities Underlying Derivative Security (Instr. 3 and 4) V A (A) (D) Date (Month/Day/Year) Transaction Of Securities Amount or Number of Shares	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Security Expiration Date (Month/Day/Year) of Securities Underlying Derivative Security (Instr. 3 and 4) Derivative Security (Instr. 5) V	$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$

Explanation of Responses:

1. Each share of phantom stock is the economic equivalent of one share of common stock.

2. These shares of phantom stock are 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.

Remarks:

<u>/s/ Todd A. Mayman, Attorneyin-Fact</u>

02/22/2006

** 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.