FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP


OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response:

0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Derivative Security (Instr. 3) Price of Derivative Security Securities Securities Securities Securities Securities Securities Securities Securities Security (Instr. 3 and 4) Security Security Security (Instr. 4) Security Security Security (Instr. 5) Perivative Security (Instr. 5) Securities Security (Instr. 4)						0. 000.		00	invesiment (	30pay 7.to								
(Last) (First) (Middle) (Asserting the period of the perio					9 /							(Check all applicable)						
(Last) (First) (Middle) (Middle) (Middle) (Middle) (Annext To C., INC.)  7950 JONES BRANCH DRIVE  4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (Month/Day/Year)															-			
GANNETT CO., INC. 7950 JONES BRANCH DRIVE  4. If Amendment, Date of Original Filed (Month/Day/Year)  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Date (Month/Day/Year)    Date (Ge.g., puts, calls, warrants, options, convertible Securities)   Conversion of Executive Securities   Sample of Conversion of Executive Securities   Sample of Securities   Securities Securities   Securiti						Data	of Fauliant	Tuene	action (Mont	h/Day/\/aav\				(give title		specify		
GANNETT CO, INC.  7950 JONES BRANCH DRIVE  4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street)  MCLEAN VA 22107  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Security (Instr. 3)  Table II - Derivative Securities Acquired (A) or Date (Instr. 3)  Table II - Derivative Securities Acquired (A) or Date (Code (Instr. 4))  Table II - Derivative Securities Acquired (A) or Date (Instr. 3)  Table II - Derivative Securities Acquired (A) or Date (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Securities (Instr. 3)  Table II - Derivative Securities Acquired (A) or Date (Instr. 3)  Table II - Derivative Securities Acquired (A) or Date (Instr. 3)  Table II - Derivative Securities Acquired (A) or Disposed of (D) or Indirect (D) or	` '	`	,	(Middle)									Pres./U	Pres./US Community Publishing				
(Street) MCLEAN VA 22107  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Securities Acquired (A) or Securities Acquired (A) or Securities (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Securities Acquired (A) or Securities Acquired (A) or Securities (Instr. 4)  Table II - Derivative Securities Acquired (A) or Securities (Instr. 4)  Table II - Derivative (Instr. 5)  Table II - Deriva	GANNETT CO., INC.					02/23/2011									J			
City	7950 JONES BRANCH DRIVE																	
City   (State   VA   VA   VA   VA   VA   VA   VA   V					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)												
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year)	(Street)											- 1	,	led by One Re	enorting Persor	,		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/	MCLEA	N V	A	22107									_	,				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 3)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (B. G. Ownership (Instr. 3)  3. Transaction Date (B. G. Ownership (Instr. 3)  3. Transaction Date (B. G. Ownership (Instr. 4)  4. Title of (B. Ownership (Instr. 4)  4. Title of (B. Ownership (Instr. 4)  5. Number of (B. Oate Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  8. Price of (B. Ownership (Instr. 4)  9. Number of Securities															iaii One Repoi	ung		
2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Code (Instr. 8)   3. Transaction (Date (Instr. 4)   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)   (Instr. 4)   7. Nature Indirect (Instr. 4)   7. Nature Instruction (Instr. 4)   7. Nature Indirect (Instr. 4)   7. Nature Instruction	(City)	(S	tate)	(Zip)														
2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Code (Instr. 8)   3. Transaction (Date (Instr. 4)   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)   (Instr. 4)   7. Nature Indirect (Instr. 4)   7. Nature Instruction (Instr. 4)   7. Nature Indirect (Instr. 4)   7. Nature Instruction			Ta	hle I - Non-D	erivati	VA S	Curitio	s A c	nuired D	ienoeed	of or Re	neficial	v Owned					
Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (D) or Disposed of (D) (Instr. 4)  Tansaction Date (Month/Day/Year)  Title of Derivative Securities Acquired (A) or Exercisable and Expiration Date (Month/Day/Year)  Title of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Title of Date (Instr. 4)  Title of Derivative Securities (D) or Indirect						_			<del> </del>									
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 Security (Month/Day/Year)  2. Conversion Or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Instr. 4)  4. Transaction Date Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  4. Transaction Date Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Amount of Securities  7. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Securities (Month/Day/Year)  (Month/Day/Year)  Amount of Securities  7. Title and Amount of Securities Underlying Derivative Securities (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  Amount of Securities  7. Title and Amount of Securities Underlying Derivative Securities (Instr. 3)  (Month/Day/Year)  (Instr. 4)  10. Ownershing Security (Instr. 3 and 4)  10. Ownershing Security (Instr. 4)  10. Ownershing Derivative Securities (Instr. 4)  10. Ownershing Security (Instr. 4)  10. Ownershing Securities  10. Ownershing Se	1. Title of S	Security (Inst	r. 3)	Dat	e			3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3, 4		red (A) or str. 3, 4 and	5) Securitie	s Fo	orm: Direct	ndirect				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security Price of Derivative Security Securit				(Mo	Month/Day/Year)													
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) Powned Perivative Security (Instr. 3) Powned Perivative Security (Instr. 3) Powned Perivative Security (Instr. 4)  2. Conversion of Execution Date (Month/Day/Year) (Month/Day/Year) (Instr. 4)  3. Transaction Date Execution Date (Month/Day/Year) (Month/Day/Year) (Instr. 4)  4. Transaction Date (Month/Day/Year) (Instr. 3) Powned Perivative Security (Instr. 5) (Instr. 4)  5. Number of Derivative Security (Instr. 5) (Month/Day/Year) (Instr. 4)  6. Date Expiration Date (Month/Day/Year) (Instr. 3 and 4)  7. Title and Amount of Securities Security (Instr. 5) (Instr. 4)  8. Price of Derivative Security (Instr. 5)  8. Price of Derivative Security (Instr. 5)  9. Number of derivative Security (Instr. 5)  9. Number of Oberivative Security (Instr. 4)  9. Number of Securities Acquired (A)  10. Ownership Form: Direct (D)  Owner Form: Direct (D)  Owner Form: Derivative Security (Instr. 4)  10. Ownership Form: Direct (D)  Owner Form: Derivative Security (Instr. 4)  Powned Form: Direct (D)  Owner Form: Derivative Security (Instr. 4)  10. Owner Form: Derivative Security (Instr. 4)  Powned Form: Derivative Security (Instr. 4)  Powned Form: Derivative Security (Instr. 4)  Owner Form: Derivative Security (Instr. 4)  Powned Form: Derivative Security (Instr. 4)  Owner Form: Derivative Securit							(months 2 u), rou		` <del>  `                                  </del>		(A) or		- Reported	· " [ ''	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Conversion of Exercise Price of Derivative Security Security Security Security Security Security Securities (Month/Day/Year)  Amount or Number of Derivative Security Securities (Instr. 4)  Employee Stock Option (Right to State Securities)  A 105,000  A 105,000  Date Exercisable and Expiration Date (Spiration Date (Month/Day/Year)  Securities Securities Securities Underlying Derivative Security (Instr. 3 and 4)  Amount or Number of Securities Securities (Instr. 4)  Amount or Number of Securities Security (Instr. 4)  Securities Securities Securities Securities Securities Securities Securities Securities Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  Ownership Securities Securiti									Code	Amount	: (b)	" Price	(Instr. 3 a	nd 4)				
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Conversion of Exercise Price of Derivative Security Security Security Security Security Security Securities (Month/Day/Year)  Amount or Number of Derivative Security Securities (Instr. 4)  Employee Stock Option (Right to State Securities)  A 105,000  A 105,000  Date Exercisable and Expiration Date (Spiration Date (Month/Day/Year)  Securities Securities Securities Underlying Derivative Security (Instr. 3 and 4)  Amount or Number of Securities Securities (Instr. 4)  Amount or Number of Securities Security (Instr. 4)  Securities Securities Securities Securities Securities Securities Securities Securities Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  Ownership Securities Securiti				Table II - Dei	ivativ	e Sec	urities	Acar	ired. Dis	posed of	f. or Ber	eficially	Owned	,				
Derivative Security (Instr. 3) Price of Derivative Security Securi																		
Derivative Security (Instr. 3) Price of Derivative Security Securi	1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Numbe	er of	6. Date Exer	cisable and	7. Title a	nd Amount	8. Price of	9. Number o	f 10.	11. Nature		
(Instr. 3) Price of Derivative Security Security Price of Derivative Security (Instr. 3 and 4) Price of Derivative Security (Instr. 3 and 4) Price of Derivative Security (Instr. 3 and 4) Derivative Security (Instr. 5) Beneficially Owned Following Reported Transaction(s) (Instr. 4) Price of (Instr. 5) Derivative Security (Instr. 3 and 4) Direct (D) Owned Following Reported Transaction(s) (Instr. 4) Price of (Instr. 5) Derivative Security (Instr. 4) Price of (Instr. 5) Derivative Security (Instr. 3 and 4) Direct (D) Owner of (Instr. 4) Price of (Instr. 5) Derivative Security (Instr. 4) Price of	Derivative	Derivative Conversion Date Execution Date,		Execution Date,	Transa		Derivative				ties	Derivative			of Indirect			
Security	(Instr. 3) Price of (Month/Day/Year) 8)				Acquired (A) Derivative Secu					e Security		Beneficially	Direct (D)	Ownership				
Code   V   (A)   Date   Expiration   Title   Amount or Number of Shares   Expiration   Transaction(s) (Instr. 4)   Employee Stock   Option (Right to   Stock   Common Sto						of (D) (Instr.		(Instr. 3 and 4)		nd 4)		Following		(Instr. 4)				
Code   V   (A)   Date   Expiration   Date   Expiration   Title   Amount or Number of Shares   Common   Stock   Common   Stock   Common												_		(s)				
Code   V   (A)   (D)   Date   Expiration   Title   Number of Shares															,			
Employee Stock Option (Right to Common Stock Right to Common Stock Right to Common Stock Right to Right to Right to Right Righ					l	l						Number						
Stock Option (Right to S16.23 02/23/2011 A 105,000 (1) 02/22/2019 Common Stock 105,000 D					Code	ľ	(A)	(D)	Exercisable	Date	Title	of Shares						
Option (Right to   \$16.23   02/23/2011   A   105,000   (1)   02/22/2019   Common Stock   105,000   \$0   105,000   D																		
(Right to	Option	\$16.23	02/23/2011		A		105,000		(1)	02/22/2019		105,000	\$0	105,000	D			
Buy)	(Right to Buy)										I Stock							

## **Explanation of Responses:**

1. The option vests in four equal annual installments beginning on February 23, 2012.

## Remarks:

/s/ Todd A. Mayman, Attorneyin-Fact 02/25/2011

\*\* 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.