## FORM 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

Form 3 Holdings Reported
Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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OMB APPROVAL

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Addres	ting 2. Issu	2. Issuer Name <b>and</b> Ticker or Trading			6. Relationship of Reporting Person(s)							
Person*	Symbo			to Issuer (Check all applicable)								
	Ganne	Gannett Co., Inc. ("GCI")			Director 10% Owner							
Stier Mary P.					X Officer (give title below)Other (specify below)							
(Last) (First)	) 3. I.R.S	. Identification	4. Statement for									
	Numbe	r	Month/Year	Senior Group President/Midwest Newspaper Group and President & Publisher The								
Gannett Co., Inc.	of Rep	rting Person,	December 29,	<u>Des Moines Register</u>								
7950 Jones Branch	if an er	tity (voluntary)	2002									
(Stree			5. If	7. Individual or Joint/Group Filing (Check Applicable Line)								
			Amendment,	X Form filed by One Reporting Person								
McLean, VA 22107			Date of Original	Form filed by More than One Reporting Person								
			(Month/Year)									
(City) (State	(City) (State) (Zip) Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security	Title of Security 2. Trans- 2A.		3. Trans-	4. Securities Acquire	ed (A) or Disposed of (D)		5. Amount of	6. Owner-	7. Nature of Indirect			
(Instr. 3)	action	Execution	action Code	(Instr. 3, 4 & 5)		- ' '	Securities	ship Form:	Beneficial Ownership			
		Date,	(Instr. 8)	Amount	(A)	Price	Beneficially	Direct (D)	(Instr. 4)			
	(Month/ Day/	if any		Aiiloullt			Owned at End of Issuer's	or Indirect (I)	· ·			
	Year) (Mon				or (D)		Fiscal year	(Instr. 4)				
		Year)			(D)		(Instr. 3 & 4)	ľ				

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

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## FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number of Deriva	tive	6. Date		7. Title an	d Amount	8. Price of	9. Number	10.	11. Nature
Derivative	sion or	1	1	Trans-	Securities Acquired	Exercisa	ıble	of Underlying		Derivative		Owner-	of Indirect	
Security	Exercise	Date	1		Disposed of (D)	and Exp		Securities		Security	Derivative		Beneficial	
	Price of		Date,	Code			Date		(Instr. 3 &	(4)	(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		(Instr. 3, 4 & 5)	(Month/Da	Day/			Beneficially	of	(Instr. 4)		
	Security	Day/ Year)	(Month/	(Instr.			Year)				Owned	Deriv-		
		′	Day/ Year)	8)								at End of	ative	
			′									Year	Security:	
										j	(Instr. 4)	Direct		
					(A)	(D)	Date	Expira-	Title	Amount or	1		(D)	
							Exer-	tion		Number of			or	
							cisable	Date		Shares			Indirect	
													(I)	
												ļ	(Instr. 4)	
Phantom	1-for-1	02/21/01		A5	733.915		Immed.		Common	733.915	\$67.50			
Stock									Stock					
Phantom	1-for-1	02/20/02		A	681.472		Immed.		Common	681.472	\$74.39	7,273.297.(1)	D	
Stock									Stock			, =,==,		

Explanation of Responses:

(1) Prior Forms 4 and 5 reported shares held under the Issuer's Deferred Compensation Plan in Table I, as Common Stock. These shares are now reported in Table II, Column 9 of this Form 5, as Phantom Stock.

By: /s/ Mary P. Stier

<u>February 7, 2003</u>

Date

\*\*Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).