FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

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

1 Name and Address of Departing Deven*							2. Issuer Name <b>and</b> Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer					
Name and Address of Reporting Person*  Dialysts Debort I						GANNETT CO INC /DE/ [ GCI ]								(Check all applicable)						
<u>Dickey Robert J.</u>									2210722	<u></u> .	JUL ]			Directo			10% Ow	·		
													(give title		Other (s	pecify				
(Last)	(Last) (First) (Middle)							3. Date of Earliest Transaction (Month/Day/Year)								below) below)				
GANNE	TT CO., IN	C.	03/	03/03/2008								Pres./US Community Publishing								
		ICH DRIVE																		
/930 JO.	NES DRAIN	CHDKIVE	1 If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable								
(0)						+. II Amendinent, Date of Original Filed (Month/Day/Teal)								Line)						
(Street)														X Form f	iled by One	Repo	rting Persor	ո		
MCLEA	MCLEAN VA 22107													Form filed by More than One Reporting						
										Person Person						o tricari	Cilo Nopo.	9		
(City)	(City) (State) (Zip)																			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3) 2. Transac					action		2A. Deeme					ties Acquir		5. Amount of		6. Ownership		7. Nature		
Date					Execution Date, Day/Year) if any			Transaction Dispose Code (Instr. 5)			d Of (D) (Instr. 3, 4 and			Securities Beneficially			of Indirect Beneficial			
(монимы)						(Month/Day/Year)								Owned Following		(I) (Instr. 4)		Ownership		
												(A) o		Reported Transact			- 1	(Instr. 4)		
									Code	le V Amount		(A) o	Price	(Instr. 3	and 4)					
Table II - Derivative Securities Acquired Disposed of or Reneficially Owned															<u> </u>					
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
																		1		
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deemed Execution D		4. Transaction				6. Date Exercisable and Expiration Date		le and	7. Title and Amo of Securities		8. Price of Derivative	9. Number of derivative		10. Ownership	11. Nature of Indirect		
Security	or Exercise (Month/Day/Year) if any				Code (Instr		r. Derivative		(Month/Day/Year)			Underlying		Security	Securities		Form:	Beneficial		
(Instr. 3)	Price of	ice of   (Month/Day/Year)   8)   Securities   De					Derivative Security (Instr. 3 and 4)		(Instr. 5)	Beneficially Owned		Direct (D) or Indirect	Ownership							
	Derivative Acquired (A) or Disposed of (D) (Instr.						(instr. 3 and 4)					Following		(I) (Instr. 4)	(Instr. 4)					
							Dispose								Reported		,,,			
							of (D) (II								Transaction (Instr. 4)	on(s)				
				⊢			1			Т			Amount	-	[					
													or							
									Date		oiration		Number of							
				0	Code	٧	(A)	(D)	Exercisable			Title	Shares							
Employee										$\top$										
Stock												Common								
Option	\$29.98	03/03/2008		- 1	Α		18,000		(1)	12/0	07/2015	Stock	18,000	\$0	18,000	0	D			
(right to buy)				- 1																
							+	$\vdash$		-			-		-					
Restricted Stock	(2)	03/03/2008		- 1	A		7,000		12/07/2011	12/0	07/2011	Common	7,000	\$0	7,000	,	D			
Unite	l `′	05/05/2000	I	- 1	**		7,000	I	12/0//2011	1/-	0.,2011	Stock	1 ,,,,,,,,,,	**	I ,,,,,,,,	·	-	I		

## **Explanation of Responses:**

- 1. The option will vest in four equal annual installments beginning on December 7, 2008.
- 2. Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.

## Remarks:

/s/ Todd A. Mayman, Attorney-03/05/2008 in-Fact

\*\* 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.