

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

- Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 27, 1999 or
- Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-6961

GANNETT CO., INC.

(Exact name of registrant as specified in its charter)

Delaware (state or other jurisdiction of incorporation or organization) 16-0442930 (I.R.S. Employer Identification No.)

1100 Wilson Boulevard, Arlington, Virginia 22234  
(Address of principal executive offices) (Zip Code)

(703) 284-6000  
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

The number of shares outstanding of the issuer's Common Stock, Par Value \$1.00, as of June 27, 1999 was 279,719,243.

PART I. FINANCIAL INFORMATION

MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATIONS

ACQUISITIONS/DISPOSITIONS/EXCHANGES

On June 24, 1999, Gannett U.K. Limited ("Gannett UK"), a newly formed wholly-owned subsidiary of Gannett Co., Inc. ("Gannett"), made a cash offer to acquire the entire issued and to be issued share capital of Newsquest plc ("Newsquest"). Pursuant to the Offer, Newsquest shareholders may elect to receive 460 pence (U.S. \$7.26) in cash or Loan Notes for each of 200.4 million fully diluted shares, for a total price of approximately 922 million pounds sterling (US \$1.5 billion). Gannett UK will also finance the repayment of Newsquest's existing debt. Share purchases commenced in the third quarter of 1999 and are being financed principally by commercial paper borrowings and operating cash flow. On July 26, 1999, pursuant to the Offer Document, Gannett UK declared the Offer unconditional in all respects and assumed ownership of more than 95% of Newsquest shares. The acquisition will be recorded under the purchase method of accounting and Newsquest's results of operation will be included in the company's financial statements beginning in the third quarter.

Newsquest's principal activities are publishing and printing regional and local newspapers in the United Kingdom with a portfolio that includes 63 paid-for daily and weekly newspapers and 120 free weekly newspapers. For the 53 weeks ended January 3, 1999, Newsquest reported revenues of 305.8 million pounds sterling (US \$507.6 million) and operating income of 81.4 million pounds sterling (US \$135.0 million).

On July 27, 1999, the company announced an agreement to sell the assets of its cable division to Cox Communications, Inc. of Atlanta, Georgia. for approximately \$2.7 billion in cash. Closing is expected to occur as soon as regulatory approvals are obtained, near the end of 1999 or early 2000.

Upon closing, a gain will be recognized which, along with cable operating results, will be reported as discontinued operations in the company's financial statements.

The company completed the acquisition of KXTV-TV, the ABC affiliate in Sacramento-Stockton-Modesto, California, and received other consideration in exchange for KVUE-TV, the ABC affiliate in Austin, Texas on June 1, 1999. The gain on this exchange is reflected in the net non-operating after-tax gain of \$33 million discussed below.

#### EARNINGS SUMMARY

##### Quarter

Operating income for the second quarter of 1999 rose \$29.4 million or 8%. Newspaper publishing earnings were up \$32.9 million or 11% for the quarter, reflecting continued strong advertising demand, very strong operating results at USA TODAY, USA WEEKEND and our recently acquired New Jersey properties, and a 9% decline in newsprint expense. Television earnings declined \$5.6 million or 5% for the quarter reflecting the absence of political advertising and the Seinfeld finale on our NBC-affiliated stations which bolstered results in the second quarter of 1998. Cable earnings rose \$1.5 million or 11% for the quarter.

Pro forma operating results for each business segment are discussed in the following sections of this report.

Non-operating income for the second quarter of 1999 included a net pre-tax gain of \$55 million (\$33 million after-tax) principally from the exchange of KVUE-TV in Austin, Texas for KXTV-TV in Sacramento, California. Excluding this gain, net income rose \$21.4 million or 10% for the second quarter of 1999 and diluted earnings per share increased 12% to \$0.87. A presentation of second quarter earnings excluding the net non-operating gain follows:

Earnings Summary Excluding  
1999 Net Non-operating Gain

(dollars in thousands,  
except per share amounts)

	Quarter Ended		% Inc (Dec)
	June 27, 1999	June 28, 1998	
	-----	-----	-----
Operating income	\$419,217	\$389,859	7.5
Non-operating income (expense):			
Interest expense	(13,852)	(20,348)	(31.9)
Other	775	2,498	(69.0)
	-----	-----	-----
Total	(13,077)	(17,850)	(26.7)
	-----	-----	-----
Income before income taxes	406,140	372,009	9.2
Provision for income taxes	161,950	149,200	8.5
	-----	-----	-----
Net income	\$244,190	\$222,809	9.6
	=====	=====	=====
Net income per share-basic	\$0.87	\$0.78	11.5
	=====	=====	=====
Net income per share-diluted	\$0.87	\$0.78	11.5
	=====	=====	=====

Year-to-Date

Operating income for the first six months of 1999 rose \$53.0 million or 8%. Non-operating income for the first six months of 1998 included a first quarter net pre-tax gain of \$306.5 million (\$183.6 million after-tax) primarily from the disposition of the company's five remaining radio stations and its alarm security business. Net income for the first six months of 1999, excluding the 1999 and 1998 gains referred to above, advanced \$41.0 million or 11%.

A presentation of year-to-date earnings excluding the net non-operating gains follows:

Earnings Summary Excluding  
1999 and 1998 Net Non-operating Gains

(dollars in thousands,  
except per share amounts)

	Year-to-Date Ended		% Inc (Dec)
	June 27, 1999	June 28, 1998	
	-----	-----	-----
Operating income	\$731,134	\$678,102	7.8
Non-operating income (expense):			
Interest expense	(30,444)	(43,577)	(30.1)
Other	3,143	3,327	(5.5)
	-----	-----	-----
Total	(27,301)	(40,250)	(32.2)
	-----	-----	-----
Income before income taxes	703,833	637,852	10.3
Provision for income taxes	280,750	255,800	9.8
	-----	-----	-----
Net income	\$423,083	\$382,052	10.7
	=====	=====	=====
Net income per share-basic	\$1.51	\$1.34	12.7
	=====	=====	=====
Net income per share-diluted	\$1.50	\$1.33	12.8
	=====	=====	=====

NEWSPAPERS

Reported newspaper publishing revenues rose \$37.0 million or 4% in the second quarter of 1999, which included a \$41.6 million or 6% gain in advertising revenues. Newspaper publishing revenues were up \$86.6 million or 4% for the year-to-date, including advertising gains of \$92.2 million or 7%. Note that Newsquest's results of operations will be included in the company's financial statements beginning in the third quarter.

The tables below provide, on a pro forma basis, details of newspaper ad revenue and linage and preprint distribution for the second quarter and year-to-date periods of 1999 and 1998:

Advertising revenue, in thousands of dollars (pro forma)

Second Quarter

	1999	1998	% Change
Local	\$226,307	\$231,540	(2)
National	157,464	135,966	16
Classified	291,389	270,248	8
Total Run-of-Press	675,160	637,754	6
Preprint and other advertising	111,634	107,877	3
Total ad revenue	\$786,794	\$745,631	6

Advertising linage, in thousands of inches, and preprint distribution, in millions (pro forma)

Second Quarter

	1999	1998	% Change
Local	8,503	8,578	(1)
National	846	760	11
Classified	11,579	10,676	8
Total Run-of-Press linage	20,928	20,014	5
Preprint distribution	1,763	1,747	1

Advertising revenue, in thousands of dollars (pro forma)

Year-to-Date

	1999	1998	% Change
Local	\$437,944	\$436,647	0
National	293,772	253,202	16
Classified	554,542	519,932	7
Total Run-of-Press	1,286,258	1,209,781	6
Preprint and other advertising	214,058	204,181	5
Total ad revenue	\$1,500,316	\$1,413,962	6

Advertising linage, in thousands of inches, and preprint distribution, in millions (pro forma)

Year-to-Date

	1999	1998	% Change
Local	16,636	16,439	1
National	1,652	1,430	16
Classified	22,165	20,552	8
Total Run-of-Press linage	40,453	38,421	5
Preprint distribution	3,503	3,422	2

Pro forma newspaper advertising revenues rose 6% for the quarter and for the year-to-date. Local ad revenues declined 2% for the quarter and volume decreased 1%. Year-to-date, local ad revenues were flat and volume increased 1%. National ad revenues rose 16% for the quarter and the year-to-date on a volume increase of 11% for the quarter and 16% for the year-to-date. Classified ad revenues increased 8% for the quarter and 7% for the year-to-date on a volume increase of 8% for the quarter and the year-to-date. Most of the company's newspapers, including USA TODAY and USA WEEKEND, recorded solid gains in advertising revenue. Classified gains were strongest in the employment and automotive categories.

Reported newspaper circulation revenues declined 2% for the quarter and less than 1% for the year-to-date. Pro forma net paid daily circulation for the company's local newspapers was lower by 1% for the quarter and for the year-to-date. Sunday circulation was lower by 2% for the quarter and for the year-to-date. USA TODAY reported an average daily paid circulation of 2,248,813 in the ABC Publisher's statement for the 26 weeks ended March 28, 1999, a 1% increase over the comparable period a year ago.

Operating costs for the newspaper segment increased \$4.1 million or less than 1% for the quarter and \$31.9 million or 2% for the year-to-date. In total, newsprint expense decreased 9% for the quarter and 4% for the year-to-date. Newsprint consumption rose 2% for the quarter and year-to-date, while newsprint prices continued to decline. The company expects newsprint prices to be lower for the remainder of the year as compared to 1998.

Newspaper operating income increased \$32.9 million or 11% for the quarter and \$54.7 million or 11% for the year-to-date, reflecting strong advertising gains throughout the group particularly in classified and national advertising, very strong operating results at USA TODAY, USA WEEKEND, and our recently acquired New Jersey properties and an overall decrease in newsprint expense.

Early in the second quarter of 1999, the company contributed The San Bernardino County Sun to a partnership that includes 21 daily California newspapers in exchange for a partnership interest.

TELEVISION

Reported results include the impact of WLTX-TV (CBS) in Columbia, South Carolina, purchased in late April of 1998 and the impact of the exchange of KVUE-TV (ABC) in Austin, Texas for KXTV-TV (ABC) in Sacramento, California on June 1, 1999. Gannett Television now consists of 21 television stations reaching 17.3 percent of the U.S. television market.

Reported television revenues decreased \$4.3 million or 2% for the second quarter and \$3.8 million or 1% for the year-to-date, while operating costs increased \$1.3 million or 1% for the quarter and \$2 million or 1% for the year-to-date. On a pro forma basis, television station revenues declined 4% for the quarter and 3% for the year-to-date. Pro forma local television ad revenues increased by 3% for the quarter and for the year-to-date, while national ad revenues decreased by 11% for the quarter and 9% for the year-to-date.

Reported television operating income declined \$5.6 million or 5% for the quarter and \$5.8 million or 3% for the year-to-date. Lower television earnings reflect the absence of advertising related to the broadcast of the Super Bowl on the company's NBC-affiliated stations and the Winter Olympics on its CBS-affiliated stations, which buoyed results in the first

quarter of 1998 and the absence of political advertising and the Seinfeld finale broadcast on the company's NBC-affiliated stations in the second quarter of 1998.

#### CABLE AND SECURITY

Reported operating revenues for the cable and security segment increased \$6.5 million or 11% for the second quarter and \$4.6 million or 4% for the year-to-date, while operating income rose \$1.5 million or 11% for the quarter and \$3.0 million or 10% for the year-to-date. In early March 1998, the company sold its alarm security business, previously reported with this segment. On a pro forma basis for the year-to-date, excluding the 1998 alarm security results, cable revenues rose \$13.2 million or 12% and operating income increased \$3.6 million or 13%.

In late August 1998, the company completed an exchange of its subscribers and certain cable system assets in the Chicago area (93,000 subscribers) for subscribers and certain cable systems assets of TCI Communications, Inc. in Kansas (128,000 subscribers). At the end of the second quarter of 1999, the cable television business served 509,000 subscribers in three states or 61% of homes passed.

The increases in cable operating revenues and operating income for the second quarter and year-to-date reflect the increased subscriber base from the asset exchange, higher subscription rates and significant increases in advertising and pay-per-view revenues.

As discussed above in the opening section of this report, the company has announced an agreement to sell the assets of its cable division. Upon closing of this transaction, a gain on the disposal of the cable division assets, along with the cable segment operating results, will be reported as discontinued operations in the company's financial statements.

#### NON-OPERATING INCOME AND EXPENSE/PROVISION FOR INCOME TAXES

Interest expense decreased \$6.5 million or 32% for the quarter and \$13.1 million or 30% for the year-to-date, reflecting the pay-down of long-term debt from operating cash flow and the proceeds from the disposal of certain businesses in 1998 and 1999.

Non-operating income in the second quarter of 1999 included a net pre-tax gain of \$55 million (\$33 million after-tax) and in the first quarter of 1998 included a net pre-tax gain of \$307 million (\$184 million after-tax) as discussed in the Earnings Summary above.

The company's effective income tax rate was 39.9% for the quarter and year-to-date periods of 1999 versus 40.1% for the same periods last year.

#### NET INCOME

Net income, excluding the \$33 million net non-operating after-tax gain in 1999 discussed above, increased \$21.4 million or 10% for the quarter. For the year-to-date, excluding the \$33 million and \$184 million net non-operating after-tax gains in 1999 and 1998, net income rose \$41.0 million or 11%. Diluted earnings per share, excluding the 1999 and 1998 net non-operating gains, rose to \$0.87 from \$0.78, an increase of 12% for the quarter, and rose to \$1.50 from \$1.33, an increase of 13% for the year-to-date.

The weighted average number of diluted shares outstanding in the quarter totaled 282,212,000, compared to 287,447,000 for the second quarter of 1998. Year-to-date, the weighted average number of diluted shares outstanding totaled 281,949,000, compared to 287,127,000 in the same period last year. In the last half of 1998, the company repurchased approximately six million shares of common stock at a cost of \$329 million. These stock repurchases were partially offset by shares issued upon the exercise of stock options and the settlement of stock incentive rights. Exhibit 11 of this Form 10-Q presents the weighted average number of basic and diluted shares outstanding and the earnings per share for each period.

#### LIQUIDITY AND CAPITAL RESOURCES

The company's consolidated operating cash flow (defined as operating income plus depreciation and amortization of intangible assets) as reported in the accompanying Business Segment Information totaled \$888.6 million for the first half of 1999, compared with \$834.2 million for the

same period of 1998, a 7% increase.

Capital expenditures for the year-to-date totaled \$104 million, compared to \$90 million in 1998. The company's long-term debt was reduced by \$358 million in the first half of 1999 from operating cash flow. The company's regular quarterly dividend of \$0.20 per share was declared in the first and second quarter of 1999 and totaled \$112 million.

## YEAR 2000

### General

The "Year 2000 Issue" is the result of computer programs that were written using two digits rather than four to define the applicable year. If the company's computer programs with date-sensitive functions are not Year 2000 compliant, they may recognize a date using "00" as the Year 1900 rather than the Year 2000. This could result in a system failure or miscalculations causing disruptions of operations, including, among other things, temporary stoppage of newspaper, broadcast and/or cable operations and the inability to process transactions, send invoices or engage in similar normal business activities.

### Project

The company has developed a plan to ensure that all of its key computer systems will be Year 2000 compliant in advance of December 31, 1999. The plan encompasses all operating properties, corporate headquarters and, where necessary, computer applications that directly interface elements of the company's business with business partners, customers, suppliers and service providers.

The plan structure includes several phases: inventory, assessment, detailed analysis, implementation/ remediation, audit and contingency planning. The first three phases of inventory, assessment and detailed analysis are complete. The implementation/remediation phase is substantially complete. Audit and contingency planning efforts are also underway and are substantially complete, but will continue to be refined and implemented up to the Year 2000.

The company has more than 125 business units which generally operate independently and therefore have separate computer systems and various production and administrative equipment with embedded computer systems. Much of the hardware and software used at the business unit level is standardized and supported centrally. For these systems, Year 2000 issues are being addressed by a centrally managed Information Technology Group. Other Year 2000 issues are being addressed by local personnel at the individual business units with guidance where necessary from headquarters staff or consulting specialists.

At the end of the second quarter of 1999, the company has achieved Year 2000 compliance in many critical systems areas.

The company's business systems (i.e., marketing, sales support, customer billing and accounts receivable, accounting, accounts payable and payroll) at the majority of its local operating properties and at its headquarters are already Year 2000 compliant. This has been achieved through a systematic roll-out of Year 2000 compliant software where it was necessary. By the end of the second quarter of 1999, more than 97% of these business applications were Year 2000 compliant. For those few properties which still operate business systems that are not Year 2000 compliant, the company has already purchased or developed the necessary software and will be installing it during the third quarter of 1999 according to plan.

For newspaper operations, critical systems also include publishing systems (i.e., front-end editorial and classified, networks, press and mailroom/distribution systems) and other facility/administrative systems. At the end of the second quarter of 1999, more than 94% of such newspaper publishing systems were Year 2000 compliant. The company expects to complete installation of compliant publishing systems by early in the fourth quarter of 1999. All facility/administrative systems for the newspaper group are Year 2000 compliant.

The company's 21 television stations generally use standard purchased software and systems for production and broadcasting. Each station operates these systems independently on separate hardware platforms. Nearly all critical television station systems have been modified or upgraded as necessary for Year 2000 compliance. For the few remaining systems, compliance will be achieved at various points through the third quarter of 1999 when the desired technology becomes available for purchase

and installation.

For the cable television business, all business applications and other critical systems for production, distribution and administration are now Year 2000 compliant.

The company has requested confirmation of compliance from its third party vendors and, in important cases, has or will run tests to verify compliance.

#### Costs

The company's efforts to address potential Year 2000 problems began within its central Information Technology Group in 1995 and were broadened to include all departments/operations in 1997. The costs specifically associated with efforts to achieve Year 2000 compliance are expected to be less than \$25 million in the aggregate (exclusive of software and hardware that has been or will be replaced or upgraded in the normal course of business), and more than 90% of such costs were incurred and reported through the end of the first half of 1999. Year 2000 compliance costs are not material to the company's financial position or to operating results for any of the years involved and compliance efforts have not significantly affected progress of other information technology plans or programs.

#### Risks

The business risks the company would face if it were unable to achieve Year 2000 compliance for its critical systems could vary significantly in degree of seriousness, depending on the system and the business unit affected. The company may be unable to publish certain of its newspapers, broadcast from certain of its television stations and/or deliver programming in certain cable markets. If this occurred, it would most likely be due to Year 2000 related failure of the company's utility, telecommunications or content service providers, not from internal company system failure. The company continues to work directly with these vendors to evaluate risk levels.

If the company's operations were affected in this manner, revenue losses would result which would not be fully recovered when normal operations resumed. Incremental repair and start up costs might also be incurred. Given the present state of its Year 2000 compliance program and its plans to complete it as described above, the company does not expect that a significant portion of its operations would be adversely impacted, and even if certain operations were so impacted, it would be only for a limited time. Consequently, management does not believe possible disruptions of this nature would have a material effect on the company's financial condition or results of operations.

While the company believes its Year 2000 plan will ensure functionality of all key systems, each business unit and corporate headquarters are also preparing contingency plans.

#### Newsquest

Newsquest, which was acquired by Gannett UK on July 26, 1999, also has a formal plan to achieve Year 2000 compliance for all of its key computer systems. The company is in the process of evaluating the effectiveness of Newsquest's Year 2000 plan.

#### CERTAIN FACTORS AFFECTING FORWARD LOOKING STATEMENTS

Certain statements in the company's 1998 Annual Report to Shareholders, its Annual Report on Form 10-K, and in this Quarterly Report contain forward-looking information. The words "expect," "intend," "believe," "anticipate," "likely," "will," and similar expressions generally identify forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties which could cause actual results and events to differ materially from those anticipated in the forward-looking statements.

Potential risks and uncertainties which could adversely affect the company's ability to obtain these results include, without limitation, the following factors: (a) increased consolidation among major retailers or other events which may adversely affect business operations of major customers and depress the level of local and national advertising; (b) an economic downturn in some or all of the company's principal newspaper or television markets leading to decreased circulation or local or national advertising; (c) a decline in general newspaper readership patterns as a result of competitive alternative media or other factors; (d) an increase



in newsprint or syndication programming costs over the levels anticipated; (e) labor disputes which may cause revenue declines or increased labor costs; (f) acquisitions of new businesses or dispositions of existing businesses; (g) a decline in viewership of major networks and local news programming; and (h) rapid technological changes and frequent new product introductions prevalent in electronic publishing; and (i) the uncertainty associated with the impact of Year 2000 issues on the company, its customers, its vendors and others with whom it does business.

CONSOLIDATED BALANCE SHEETS  
Gannett Co., Inc. and Subsidiaries  
Unaudited, in thousands of dollars

	June 27, 1999	Dec. 27, 1998
	-----	-----
<b>ASSETS</b>		
Cash	\$ 44,041	\$ 60,103
Marketable securities	37,794	6,084
Trade receivables, less allowance (1999 - \$17,812; 1998 - \$19,143)	664,813	664,540
Inventories	82,206	87,176
Prepaid expenses and other receivables	56,879	88,482
	-----	-----
Total current assets	885,733	906,385
	-----	-----
Property, plant and equipment		
Cost	3,698,315	3,666,743
Less accumulated depreciation	(1,650,402)	(1,602,960)
	-----	-----
Net property, plant and equipment	2,047,913	2,063,783
	-----	-----
Intangible and other assets		
Excess of acquisition cost over the value of assets acquired, less amortization	3,797,738	3,794,601
Investments and other assets	272,604	214,711
	-----	-----
Total intangible and other assets	4,070,342	4,009,312
	-----	-----
Total assets	\$ 7,003,988	\$ 6,979,480
	=====	=====
<b>LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>		
Current maturities of long-term debt	\$	\$ 7,812
Accounts payable and current portion of film contracts payable	239,193	312,283
Compensation, interest and other accruals	250,261	228,222
Dividend payable	56,000	55,790
Income taxes	32,871	6,395
Deferred income	128,261	117,465
	-----	-----
Total current liabilities	706,586	727,967
	-----	-----
Deferred income taxes	467,273	442,359
Long-term debt, less current portion	957,152	1,306,859
Postretirement, medical and life insurance liabilities	307,092	308,145
Other long-term liabilities	222,444	214,326
	-----	-----
Total liabilities	2,660,547	2,999,656
	-----	-----
Shareholders' Equity		
Preferred stock of \$1 par value per share. Authorized 2,000,000 shares; issued - none.		
Common stock of \$1 par value per share. Authorized 400,000,000; issued, 324,420,732 shares.	324,421	324,421
Additional paid-in capital	128,403	126,045
Retained earnings	5,119,313	4,775,313
	-----	-----
Total	5,572,137	5,225,779
	-----	-----
Less treasury stock - 44,701,489 shares and 45,419,437 shares respectively, at cost	(1,208,227)	(1,223,077)
Deferred compensation related to ESOP	(20,469)	(22,878)
	-----	-----
Total shareholders' equity	4,343,441	3,979,824
	-----	-----
Total liabilities and shareholders' equity	\$ 7,003,988	\$ 6,979,480
	=====	=====

CONSOLIDATED STATEMENTS OF INCOME  
Gannett Co., Inc. and Subsidiaries  
Unaudited, in thousands of dollars (except per share amounts)

	Thirteen weeks ended		% Inc
	June 27, 1999	June 28, 1998	(Dec)
	-----	-----	-----
Net Operating Revenues:			
Newspaper advertising	\$ 788,274	\$ 746,675	5.6
Newspaper circulation	248,812	252,762	(1.6)
Television	194,480	198,799	(2.2)
Cable	63,727	57,228	11.4
Other	48,052	48,673	(1.3)
	-----	-----	-----
Total	1,343,345	1,304,137	3.0
	-----	-----	-----
Operating Expenses:			
Cost of sales and operating expenses, exclusive of depreciation	646,222	646,755	(0.1)
Selling, general and administrative expenses, exclusive of depreciation	199,346	190,905	4.4
Depreciation	50,499	50,365	0.3
Amortization of intangible assets	28,061	26,253	6.9
	-----	-----	-----
Total	924,128	914,278	1.1
	-----	-----	-----
Operating income	419,217	389,859	7.5
	-----	-----	-----
Non-operating income (expense):			
Interest expense	(13,852)	(20,348)	(31.9)
Other*	55,305	2,498	----
	-----	-----	-----
Total	41,453	(17,850)	----
	-----	-----	-----
Income before income taxes	460,670	372,009	23.8
Provision for income taxes	183,700	149,200	23.1
	-----	-----	-----
Net income	\$ 276,970	\$ 222,809	24.3
	=====	=====	=====
Net income per share - basic	\$0.99	\$0.78	26.9
	=====	=====	=====
Net income per share - diluted	\$0.98	\$0.78	25.6
	=====	=====	=====
Dividends per share	\$0.20	\$0.19	5.3
	=====	=====	=====

\* 1999 results include a net non-operating gain principally from the exchange of KVUE-TV in Austin, Texas for KXTV-TV in Sacramento, California. See Management's Discussion and Analysis of Operations for earnings summary excluding net non-operating gain.

CONSOLIDATED STATEMENTS OF INCOME  
Gannett Co., Inc. and Subsidiaries  
Unaudited, in thousands of dollars (except per share amounts)

	Twenty-six weeks ended		% Inc
	June 27, 1999	June 28, 1998	(Dec)
	-----	-----	-----
Net Operating Revenues:			
Newspaper advertising	\$ 1,508,825	\$ 1,416,669	6.5
Newspaper circulation	502,169	506,841	(0.9)
Television	355,674	359,491	(1.1)
Cable and Security	125,853	121,290	3.8
Other	98,889	99,756	(0.9)
	-----	-----	-----
Total	2,591,410	2,504,047	3.5
	-----	-----	-----
Operating Expenses:			
Cost of sales and operating expenses, exclusive of depreciation	1,307,576	1,289,735	1.4
Selling, general and administrative expenses, exclusive of depreciation	395,232	380,111	4.0
Depreciation	101,601	103,395	(1.7)
Amortization of intangible assets	55,867	52,704	6.0
	-----	-----	-----
Total	1,860,276	1,825,945	1.9
	-----	-----	-----
Operating income	731,134	678,102	7.8
	-----	-----	-----
Non-operating income (expense):			
Interest expense	(30,444)	(43,577)	(30.1)
Other*	57,673	309,854	(81.4)
	-----	-----	-----
Total	27,229	266,277	(89.8)
	-----	-----	-----
Income before income taxes	758,363	944,379	(19.7)
Provision for income taxes	302,500	378,720	(20.1)
	-----	-----	-----
Net income	\$ 455,863	\$ 565,659	(19.4)
	=====	=====	=====
Net income per share - basic	\$1.63	\$1.99	(18.1)
	=====	=====	=====
Net income per share - diluted	\$1.62	\$1.97	(17.8)
	=====	=====	=====
Dividends per share	\$0.40	\$0.38	5.3
	=====	=====	=====

\* 1999 results include a net non-operating gain principally from the exchange of KVUE-TV in Austin, Texas for KXTV-TV in Sacramento, California. 1998 results include a net non-operating gain principally from the disposition of several businesses including Radio and Alarm Security. See Management's Discussion and Analysis of Operations for earnings summary excluding net non-operating gains.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
Gannett Co., Inc. and Subsidiaries  
Unaudited, in thousands of dollars

	Twenty-six weeks ended	
	June 27, 1999	June 28, 1998
	-----	-----
Cash flows from operating activities		
Net income	\$ 455,863	\$ 565,659
Adjustments to reconcile net income to operating cash flows:		
Depreciation	101,601	103,395
Amortization of intangibles	55,867	52,704
Deferred income taxes	24,914	52,398
Other, net	(71,658)	(380,011)
	-----	-----
Net cash flow from operating activities	566,587	394,145
	-----	-----
Cash flows from investing activities		
Purchase of property, plant and equipment	(103,680)	(89,743)
Payments for acquisitions, net of cash acquired	(30,915)	(203,812)
Change in other investments	(9,444)	(1,291)
Proceeds from disposal of certain assets	38,450	567,556
Collection of long-term receivables	8,178	14,110
	-----	-----
Net cash (used for) provided by investing activities	(97,411)	286,820
	-----	-----
Cash flows from financing activities		
Payments of long-term debt	(357,519)	(584,660)
Dividends paid	(111,654)	(107,937)
Proceeds from issuance of common stock	15,645	14,787
	-----	-----
Net cash used for financing activities	(453,528)	(677,810)
	-----	-----
Net increase in cash and cash equivalents	15,648	3,155
Balance of cash and cash equivalents at beginning of year	66,187	52,778
	-----	-----
Balance of cash and cash equivalents at end of second quarter	\$ 81,835	\$ 55,933
	=====	=====

BUSINESS SEGMENT INFORMATION  
Gannett Co., Inc. and Subsidiaries  
Unaudited, in thousands of dollars

	Thirteen weeks ended		% Inc
	June 27, 1999	June 28, 1998	(Dec)
	-----	-----	-----
Operating Revenues:			
Newspaper publishing	\$ 1,085,138	\$ 1,048,110	3.5
Television	194,480	198,799	(2.2)
Cable	63,727	57,228	11.4
	-----	-----	-----
Total	\$ 1,343,345	\$ 1,304,137	3.0
	=====	=====	=====
Operating Income (net of depreciation and amortization):			
Newspaper publishing	\$ 320,502	\$ 287,570	11.5
Television	99,035	104,630	(5.3)
Cable	16,106	14,563	10.6
Corporate	(16,426)	(16,904)	2.8
	-----	-----	-----
Total	\$ 419,217	\$ 389,859	7.5
	=====	=====	=====
Depreciation and Amortization:			
Newspaper publishing	\$ 46,682	\$ 46,113	1.2
Television	16,068	15,038	6.8
Cable	13,260	13,245	0.1
Corporate	2,550	2,222	14.8
	-----	-----	-----
Total	\$ 78,560	\$ 76,618	2.5
	=====	=====	=====
Operating Cash Flow:			
Newspaper publishing	\$ 367,184	\$ 333,683	10.0
Television	115,103	119,668	(3.8)
Cable	29,366	27,808	5.6
Corporate	(13,876)	(14,682)	5.5
	-----	-----	-----
Total	\$ 497,777	\$ 466,477	6.7
	=====	=====	=====

NOTES:

Operating Cash Flow represents operating income for each of the Company's business segments plus related depreciation and amortization expense.

In April 1998, the Company purchased a television station in Columbia, South Carolina. In June 1999, the Company exchanged its station in Austin, Texas, for a station in Sacramento, California, plus other consideration. On a pro forma basis for the quarter, giving effect to these purchases, television operations reported declines in revenues of 4%, operating income of 5% and operating cash flow of 4%.

BUSINESS SEGMENT INFORMATION  
Gannett Co., Inc. and Subsidiaries  
Unaudited, in thousands of dollars

	Twenty-six weeks ended		% Inc
	June 27, 1999	June 28, 1998	(Dec)
	-----	-----	-----
Operating Revenues:			
Newspaper publishing	\$ 2,109,883	\$ 2,023,266	4.3
Television	355,674	359,491	(1.1)
Cable and Security	125,853	121,290	3.8
	-----	-----	-----
Total	\$ 2,591,410	\$ 2,504,047	3.5
	=====	=====	=====
Operating Income (net of depreciation and amortization):			
Newspaper publishing	\$ 568,177	\$ 513,489	10.7
Television	164,752	170,597	(3.4)
Cable and Security	31,431	28,479	10.4
Corporate	(33,226)	(34,463)	3.6
	-----	-----	-----
Total	\$ 731,134	\$ 678,102	7.8
	=====	=====	=====
Depreciation and Amortization:			
Newspaper publishing	\$ 94,379	\$ 92,270	2.3
Television	31,776	29,993	5.9
Cable and Security	26,539	29,399	(9.7)
Corporate	4,774	4,437	7.6
	-----	-----	-----
Total	\$ 157,468	\$ 156,099	0.9
	=====	=====	=====
Operating Cash Flow:			
Newspaper publishing	\$ 662,556	\$ 605,759	9.4
Television	196,528	200,590	(2.0)
Cable and Security	57,970	57,878	0.2
Corporate	(28,452)	(30,026)	5.2
	-----	-----	-----
Total	\$ 888,602	\$ 834,201	6.5
	=====	=====	=====

NOTES:

Operating Cash Flow represents operating income for each of the Company's business segments plus related depreciation and amortization expense.

In the first quarter of 1998, the Company sold its Alarm Security Business, which had been reported in the Cable and Security business segment. On a pro forma basis for the year-to-date, giving effect to the sale of the Alarm Security Business, cable operations reported gains in revenues of 12%, operating income of 13% and operating cash flow of 7%.

In April 1998, the Company purchased a television station in Columbia, South Carolina. In June 1999, the Company exchanged its station in Austin, Texas, for a station in Sacramento, California, plus other consideration. On a pro forma basis for the year-to-date, giving effect to these purchases, television operations reported declines in revenues of 3%, operating income of 4% and operating cash flow of 3%.

## NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

June 27, 1999

### 1. Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with the instructions for Form 10-Q and, therefore, do not include all information and footnotes which are normally included in the Form 10-K and annual report to shareholders. The financial statements covering the 13 and 26-week periods ended June 27, 1999, and the comparative period of 1998, reflect all adjustments which, in the opinion of the company, are necessary for a fair statement of results for the interim periods.

### 2. Accounting Standards

In June 1998, SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" was issued. This standard is effective for fiscal periods beginning after June 15, 2000. The adoption of this standard is not expected to have a material effect on the company's results of operations or financial position.

## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The company is not subject to market risk associated with derivative financial instruments or derivative commodity instruments, as the company is not a party to any such instruments. The company believes that its market risk from other financial instruments, such as accounts receivable, accounts payable and debt, is not material.





SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GANNETT CO., INC.

Dated: August 11, 1999

/s/George R. Gavagan

-----  
George R. Gavagan  
Vice President and Controller

Dated: August 11, 1999

/s/Thomas L. Chapple

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Thomas L. Chapple  
Senior Vice President, General  
Counsel and Secretary

## EXHIBIT INDEX

Exhibit Number	Exhibit	Location
3-1	Second Restated Certificate of Incorporation of Gannett Co., Inc.	Incorporated by reference to Exhibit 3-1 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 26, 1993 ("1993 Form 10-K"). Amendment incorporated by reference to Exhibit 3-1 to the 1993 Form 10-K.
3-2	By-laws of Gannett Co., Inc. (reflects all amendments through September 24, 1997)	Incorporated by reference to Exhibit 3-1 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended September 28, 1997.
4-1	\$1,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-1 to the 1993 Form 10-K.
4-2	Amendment Number One to \$1,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-2 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended June 26, 1994.
4-3	Amendment Number Two to \$1,500,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-3 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 1995.
4-4	Amendment Number Three to \$3,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-4 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended September 29, 1996.
4-5	Indenture dated as of March 1, 1983 between Gannett Co., Inc. and Citibank, N.A., as Trustee.	Incorporated by reference to Exhibit 4-2 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 29, 1985.
4-6	First Supplemental Indenture dated as of November 5, 1986 among Gannett Co., Inc., Citibank, N.A., as Trustee, and Sovran Bank, N.A., as Successor Trustee.	Incorporated by reference to Exhibit 4 to Gannett Co., Inc.'s Form 8-K filed on November 9, 1986.
4-7	Second Supplemental Indenture dated as of June 1, 1995, among Gannett Co., Inc., NationsBank, N.A., as Trustee, and Crestar Bank, as Trustee.	Incorporated by reference to Exhibit 4 to Gannett Co., Inc.'s Form 8-K filed on June 15, 1995.
4-8	Rights Plan.	Incorporated by reference to Exhibit 1 to Gannett Co., Inc.'s Form 8-K filed on May 23, 1990.
4-9	Amendment Number Four to \$3,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-9 to Gannett Co., Inc.'s Form 10-Q filed on August 12, 1998.
10-1	Employment Agreement dated December 7, 1992 between Gannett Co., Inc. and John J. Curley.*	Incorporated by reference to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 27, 1992 ("1992 Form 10-K").
10-2	Employment Agreement dated December 7, 1992 between Gannett Co., Inc. and Douglas H. McCorkindale.*	Incorporated by reference to the 1992 Form 10-K.
10-3	Gannett Co., Inc. 1978	Incorporated by reference to Exhibit

Executive Long-Term Incentive Plan\*

10-3 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 28, 1980. Amendment No. 1 incorporated by reference to Exhibit 20-1 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 27, 1981. Amendment No. 2 incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 25, 1983. Amendments Nos. 3 and 4 incorporated by reference to Exhibit 4-6 to Gannett Co., Inc.'s Form S-8 Registration Statement No. 33-28413 filed on May 1, 1989. Amendments Nos. 5 and 6 incorporated by reference to Exhibit 10-8 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 1989. Amendment No. 7 incorporated by reference to Gannett Co., Inc.'s Form S-8 Registration Statement No. 333-04459 filed on May 24, 1996. Amendment No. 8 incorporated by reference to Exhibit 10-3 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 28, 1997. Amendment dated December 9, 1997, incorporated by reference to Gannett Co., Inc.'s 1997 Form 10-K. Amendment No. 9 attached.

- |      |  |  |
|------|--|--|
| 10-4 | Description of supplemental insurance benefits.*                         | Incorporated by reference to Exhibit 10-4 to the 1993 Form 10-K.   |
| 10-5 | Gannett Co., Inc. Supplemental Retirement Plan, as amended.*             | Incorporated by reference to Exhibit 10-8 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 27, 1986 ("1986 Form 10-K").   |
| 10-6 | Gannett Co., Inc. Retirement Plan for Directors.*                        | Incorporated by reference to Exhibit 10-10 to the 1986 Form 10-K. 1991 Amendment incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 29, 1991. Amendment to Gannett Co., Inc. Retirement Plan for Directors dated October 31, 1996, incorporated by reference to Exhibit 10-6 to the 1996 Form 10K. |
| 10-7 | Amended and Restated Gannett Co., Inc. 1987 Deferred Compensation Plan.* | Incorporated by reference to Exhibit 10-1 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended September 29, 1996. Amendment No. 5 incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 28, 1997. Amendment No. 2 to January 1, 1997 Restatement attached.                                  |
| 10-8 | Gannett Co., Inc. Transitional Compensation Plan.*                       | Incorporated by reference to Exhibit 10-13 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 30, 1990.   |
| 11   | Statement re computation of earnings per share.                          | Attached.  |
| 27   | Financial Data Schedules.  | Attached.  |

The Company agrees to furnish to the Commission, upon request, a copy of each agreement with respect to long-term debt not filed herewith in reliance upon the exemption from filing applicable to any series of debt which does not exceed 10% of the total consolidated assets of the Company.

\* Asterisks identify management contracts and compensatory plans or arrangements.

GANNETT CO., INC.  
1978 EXECUTIVE LONG-TERM INCENTIVE PLAN  
AMENDMENT NO. 9

This amendment to the Gannett Co., Inc. 1978 Executive Long-Term Incentive Plan (the "Plan") is adopted pursuant to resolutions of the Executive Compensation Committee of the Board of Directors of the Company on July 26, 1999, and is effective on that date.

Section 6.2 of the Plan is hereby amended as follows:

6.2 Assignability

No award under the Plan shall be assignable or transferable, voluntarily or involuntarily, except (i) by will or the laws of descent and distribution or (ii) with the consent of the participant, by authorization of, or pursuant to procedures established by, the Committee to a member of a participant's family and/or a trust whose beneficiaries are members of the participant's family or to such other persons or entities as may be approved by the Committee. During the life of the participant, awards shall be exercisable only by the participant or by the participant's guardian, legal representative or, following a transfer pursuant to (ii) above, by the approved transferee. The rights of an approved transferee are only those that the participant would have had under the Plan if the participant had retained the options. Notwithstanding the foregoing, in no event may ISOs be transferable or assignable other than by will or the laws of descent and distribution.

IN WITNESS THEREOF, Gannett Co., Inc. has caused this Amendment to be executed by its duly authorized officer as of July 26, 1999.

GANNETT CO., INC.

/s/Richard L. Clapp

By: \_\_\_\_\_  
Name: Richard L. Clapp  
Title: Senior Vice President/Human  
Resources

GANNETT CO., INC. DEFERRED COMPENSATION PLAN  
Amendment No. 2 to January 1, 1997 Restatement

This Amendment No. 2 to the Restated Gannett Co., Inc. 1987 Deferred Compensation Plan (the "Plan") is adopted pursuant to the action of the Executive Compensation Committee of the Board of Directors of the Company on July 26, 1999, and is effective on that date.

1. Section 1.1 is amended by adding the following new sentence immediately after the first sentence thereof:

The term "Compensation" also shall include (1) ordinary income that arises upon the exercise of a stock option as more fully described in Section 2.11; and (2) such other forms of taxable income derived from the performance of services for the Company as may be designated by the Deferred Compensation Committee and which may be deferred pursuant to such special terms and conditions as the Committee may establish.

2. Section 2.5(a) is amended by adding the following new paragraph at the end:

Notwithstanding the foregoing, in his or her first year of eligibility an employee or Director may make a deferral election within 30 days of first becoming eligible. This initial deferral may relate only to Compensation attributable to the period following the deferral election.

3. Section 2.9(g) is amended by adding the following new paragraph:

A Participant with a financial need that fails to meet the unforeseeable emergency standard may elect to withdraw funds from the Participant's Deferred Compensation Account prior to the date specified in the Participant's election form subject to the following conditions: (1) premature withdrawals may be made only in a lump sum and only in an amount in excess of \$10,000; (2) only one premature withdrawal may be made in a calendar year; (3) the Participant must suspend further deferrals for the remainder of the calendar year of the withdrawal; and (4) ten percent of the amount withdrawn shall be irrevocably forfeited to the Company.

4. Article 2.0 is amended by adding the following new Section 2.11:

#### 2.11 Deferrals of Stock Option Compensation

A Participant, by authorization of, or pursuant to procedures established by, the Committee, may elect to defer ordinary income imputed to the Participant upon the exercise of a stock option issued pursuant to any Company-sponsored stock option plan in accordance with guidelines established by the Committee and the general terms of this Plan except as such general terms are modified as follows:

an election to defer stock option income shall be effective only if made at least six months prior to the exercise date of the option and in the calendar year preceding the year of the exercise date. An election to defer stock option income shall constitute an amendment of the exercise date of the option so that the option may not be exercised prior to the date six months subsequent to the date of the notice of deferral. Notwithstanding the foregoing, a Participant may elect to defer income on the exercise of any option in calendar year 1999 provided that such election is made within 30 days after the adoption of this Section 2.11 and is effective only with respect to option exercises that are made at least four months after the date of a participant's deferral election. An election to defer option income in 1999 shall constitute an amendment of the Stock Option Agreement related to such option so that the option may not be exercised prior to the date four months subsequent to the date of the notice of deferral.

a deferral election with respect to any shares received upon a stock option exercise shall require the deferral of all income with respect to that exercise.

an election to defer stock option income shall be deemed to constitute a direction by the Participant to have the Company defer to this Plan the number of shares (carried to the nearest one ten thousandth of a share) equal in value to the income that would otherwise have been realized by the Participant pursuant to his stock option exercise with the ultimate payment of such deferred shares to be made in accordance with the terms of this Plan. All such deferrals shall be invested in the Gannett stock fund during the entire deferral period and shall be paid out in kind on the Payment Commencement Date.

if payments of deferred shares are made in installments, each installment payment shall be rounded as necessary to provide payment only of a whole number of shares except that any fractional shares payable in the final installment shall be paid in cash.

5. Article 3.0 is amended by adding to the end thereof the following new Section 3.7:

### 3.7 Change in Control

(a) Legal Expense. If, with respect to any alleged failure by the Company to comply with any of the terms of this Plan subsequent to a change in control, a Participant or beneficiary hires legal counsel or institutes any negotiations or institutes or responds to legal action to assert or defend the validity of, enforce his rights under, obtain benefits promised under or recover damages for breach of the terms of this Plan, the Company shall pay, as they are incurred, a Participant's or beneficiary's actual expenses for attorneys' fees and disbursements, together with such additional payments, if any, as may be necessary so that the net after-tax payments to the Participant or beneficiary equal such fees and disbursements.

(b) Appointment of Independent Fiduciary. Following a change in control, the Board may appoint an independent fiduciary which, upon appointment, shall assume and have sole responsibility and discretion to act on the following matters in lieu of action by the Company, Committee or trustee (but not in lieu of participant elections) as may otherwise be assigned to such parties under other provisions of the Plan: (1) determination of eligibility for benefit entitlement; (2) determination of the amount, timing and form of benefit payment; (3) direction of any trustee of assets held with respect to the Plan on matters relating to benefit entitlement and payment and on matters relating to the investment of plan assets.

(c) Change in Control Definition.

(1) As used in this Plan, a "change in control" shall be deemed to have occurred under any one or more of the following conditions:

(i) if, within three years of any merger, consolidation, sale of a substantial part of the Company's assets, or contested election, or any combination of the foregoing transactions (a "Transaction"), the persons who were directors of the Company immediately before the Transaction shall cease to constitute a majority of the Board of Directors (x) of the Company or (y) of any successor to the Company, or (z) if the Company becomes a subsidiary of or is merged into or consolidated with another corporation, of such corporation. (The Company shall be deemed a subsidiary of such other corporation if such other corporation owns or controls, directly or indirectly, a majority of the combined voting power of the outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors ("Voting Stock"));

(ii) if, as a result of a Transaction, the Company

does not survive as an entity, or its shares are changed into the shares of another corporation;

- (iii) if any "person" (as that term is used in Section 13(d) or 14(d)(2) of the Securities Exchange Act of 1934) becomes a beneficial owner directly or indirectly of securities of the Company representing 20% or more of the combined voting power of the Company's Voting Stock;
- (iv) if three or more persons are elected directors of the Company despite the opposition of a majority of the directors of the Company then in office; or
- (v) upon determination by the Executive Compensation Committee that a change in control has occurred, if such a person as defined in subparagraph (iii) above becomes the beneficial owner directly or indirectly of securities of the Company representing from 12% up to 20% of the combined voting power of the Company's Voting Stock.

GANNETT CO., INC.

/s/Richard L. Clapp

By: \_\_\_\_\_

Name: Richard L. Clapp

Title: Senior Vice President/  
Human Resources



CALCULATION OF EARNINGS PER SHARE  
Gannett Co., Inc. and Subsidiaries  
Unaudited, in thousands of dollars (except per share amounts)

	Thirteen weeks ended		Twenty-six weeks ended	
	June 27, 1999*	June 28 1998*	June 27, 1999*	June 28 1998*
	-----	-----	-----	-----
<b>Basic earnings:</b>				
Net income	\$276,970	\$222,809	\$455,863	\$565,659
Weighted average number of common shares outstanding	279,619	284,561	279,466	284,388
Basic earnings per share	\$0.99	\$0.78	\$1.63	\$1.99
<b>Diluted earnings:</b>				
Net income	\$276,970	\$222,809	\$455,863	\$565,659
Weighted average number of common shares outstanding	279,619	284,561	279,466	284,388
Dilutive effect of out- standing stock options and stock incentive rights	2,593	2,886	2,483	2,739
Weighted average number of shares outstanding, as adjusted	282,212	287,447	281,949	287,127
Diluted earnings per share	\$0.98	\$0.78	\$1.62	\$1.97

\* 1999 results include a net non-operating gain principally from the exchange of KVUE-TV in Austin, Texas for KXTV-TV in Sacramento, California. 1998 results include a net non-operating gain principally from the disposition of several businesses including Radio and Alarm Security. See Management's Discussion and Analysis of Operations for earnings summary excluding net non-operating gains.

This schedule contains summary financial information extracted from the consolidated balance sheets and statements of income for Gannett Co., Inc. and is qualified in its entirety by reference to such financial statements.

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6-MOS		
	DEC-26-1999	
	DEC-28-1998	
	JUN-27-1999	
		44,041
		37,794
		682,625
		17,812
		82,206
	885,733	
		3,698,315
	1,650,402	
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	706,586	
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		324,421
	0	
		0
		4,019,020
7,003,988		
		2,591,410
	2,591,410	
		1,307,576
		1,860,276
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		758,363
		302,500
	455,863	
		0
		0
		0
		455,863
		1.63
		1.62