## 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(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility	<del></del>
Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

Name and Address of Reporting Person*					6. Relationship of Reporting Person(s)							
Gannett Co., Inc. ("GCI")						to Issuer (Check all applicable)						
McCorkindale Douglas H.							X Director 10% Owner					
First) (N	Middle)	3. I.F	R.S.	Identification Num	ber	4. Statement for	$\underline{X}$ Officer (give title below)	_ Other (sp	ecify below)			
				ting Person,		Month/Day/Year						
			-	•		December 13, 2002	Chairman, President and C	e Officer				
Drive				J ( ) /								
(Street)					İ	5. If Amendment,	7. Individual or Joint/Group Filing (Check Applicable Line)					
` ´					ŀ	Date of Original	1 0\ 11 /					
McLean, VA 22107						O	Form filed by More than One Reporting Person					
						(		1 0				
(State)	(Zip)			Table I —	- Non-	Derivative Securitie	Acquired, Disposed of, or Beneficially Owned					
2. Trans-	2A. Deemed	3. Trans-	-	4. Securities Acqui	red (A)	) or Disposed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect			
action	Execution	action C	ode	(Instr. 3, 4 & 5)			Securities	ship Form:	Beneficial Ownership			
Date	Date,	(Instr. 8)		ĺ			Beneficially	Direct (D)	(Instr. 4)			
Month/ Day/	if any	Code	V	Amount	(A)	Price	Owned Follow-	or Indirect (I)				
rear)	(Month/Day/				' '		ing Reported Transactions(s)	(Instr. 4)				
	Year)				(D)		(Instr. 3 & 4)	ľ í				
12/13/02		М		200,000	A	\$23.625	562,116	D				
							874	I	By spouse <sup>(1)</sup>			
						1	(2)					
	Drive (Street)  (State)  2. Trans- uction Date Month/ Day/ /ear)	First) (Middle)  Drive (Street)  (State) (Zip) 2. Trans- action Execution Date Month/ Day/ year)  Month/Day/ Year)	glas H.  First) (Middle)  3. I.F. of Re if an  Drive (Street)  (State) (Zip)  2. Trans- action Execution Date Month/ Day/ year)  Code  Street  3. Trans- action C (Instr. 8)  Code	glas H.  First) (Middle)  3. I.R.S. of Report if an entilon and if an entilon if an entilon if an entilon if an entilon and if an entilon if a	glas H.  First) (Middle)  Drive (Street)  State) (Zip)  C. Trans- ciction Execution Date, Month/Day/ (Fear)  Month/Day/ Year)  J. I.R.S. Identification Num of Reporting Person, if an entity (voluntary)  Table I —  4. Securities Acqui (Instr. 3, 4 & 5)  Code V Amount  Amount  Amount  Code V Amount	First) (Middle)  State) (Zip)  Cate (State) 2A. Deemed Execution Date (Date Date Date, Month/Day/ Year)  (Month/Day/ Year)  St. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  Table I — Non- 4. Securities Acquired (A (Instr. 3, 4 & 5)  (Instr. 8)  Code V Amount (A) or (D)	First) (Middle)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, in the porting Person, if an entity (voluntary)  Signature  Given the content of the porting Person, in the porting Person in the porting Person in the porting Person in the porting Person in the porting Perso	State   Cip	State   Cip   Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Or Securities Beneficially Or Indirect (I) (Instr. 3) Owned Following Reported Transactions(s) (Instr. 4) Or Securities Beneficially Or Indirect (I) (Instr. 4) Or Securities Beneficially Or Indirect (			

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

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 control number

FORM 4 (cor	ntinued)				erivative S calls, warra						ficially C	wned		
1. Title of	2. Conver-	3. Trans-		4.	5. Number of			8. Price of	9. Number of	10.	11. Nature			
Derivative	sion or	action	Deemed	Trans-	Securities Ac	Securities Acquired (A) or			Exercisable Amount of		Derivative	Derivative	Owner-	of Indirect
Security	Exercise	Date	Execution	action	Disposed of (	and Exp	and Expiration Underlying		Security	Securities	ship	Beneficial		
	Price of		Date,	Code	1	Date	e Securities		(Instr. 5)	Beneficially	Form	Ownership		
(Instr. 3)	Derivative	(Month/	if any		(Instr. 3, 4 & 5)		(Month/Da	ny/	(Instr. 3 & 4)			Owned	of	(Instr. 4)
	Security	Day/ Year)	(Month/	(Instr.	1		Year)				Following	Deriv-		
		,	Day/ Year)	8)	1							Reported	ative	
			" /									Transaction(s)	Security:	
				Code V	/ (A)	(D)	Date	Expira-	Title	Amount	1	(Instr. 4)	Direct	
							Exer-	tion		or			(D)	
							cisable	Date		Number			or	
										of			Indirect	
										Shares			(I)	
													(Instr. 4)	
Phantom Stock	1-for-1	12/13/02		A	649.684		Immed.		Common Stock	649.684	\$71.1909	93,064.368 <sup>(2)</sup>	D	
Employee Stock	\$23.625	12/13/02		М		200,000	(3)	12/13/02	Common	200,000		0	D	
Option (right to									Stock					
buy)														

**Explanation of Responses:** 

- (1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) Prior Forms 4 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 4, as Phantom Stock.
- (3) The option vested in four equal annual installments beginning on December 13, 1995.

By: /s/ Douglas H. McCorkindale

December 16, 2002

Date

\*\*Signature of Reporting Person

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

<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.

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.