SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Reporting Person[*] <br><br> Payne David A. <br><br> (Last) (First) (Middle) <br> C/O GANNETT CO., INC. <br> 7950 JONES BRANCH DRIVE <br> (Street) <br> MCLEAN    VA    22107 <br> (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br> GANNETT CO INC /DE/ [ GCI ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> Director ___ 10% Owner <br> X Officer (give title below) ___ Other (specify below) <br> Sr . VP/Chief Digital Officer |
|---|---|---|
| | 3. Date of Earliest Transaction (Month/Day/Year) <br> 12/10/2014 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 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) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/10/2014 | | M | | 25,000 | A | [(1)] | 25,000 | D | |
| Common Stock | 12/10/2014 | | F | | 10,783 | D | $31.91 | 14,217 | D | |
| Common Stock | 12/11/2014 | | S | | 14,217 | D | $31.8222[(2)] | 0 | D | |

### 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 or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | [(1)] | 12/10/2014 | | M | | | 25,000 | 12/10/2014 | 12/10/2014 | Common Stock | 25,000 | $0 | 0 | D | |

**Explanation of Responses:**

1. Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.

2. The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from $31.74 to $31.92, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

**Remarks:**

/s/ Todd A. Mayman, Attorney-in-Fact    12/12/2014

** Signature of Reporting Person            Date