FORM 4

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

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

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OMB APPROVAL

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

 Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol Relationship of Reporting Person(s) to Issuer (Check all applicable) Gannett Co., Inc. ("GCI") X Director 10% Owner Arnelle H. Jesse I.R.S. Identification Number Officer (give title below) Other (specify below) (Last) (First) (Middle) 4. Statement for of Reporting Person, Month/Day/Year Gannett Co., Inc. February 26, 2003 if an entity (voluntary) 7950 Jones Branch Drive (Street) 5. If Amendment, 7. Individual or Joint/Group Filing (Check Applicable Line) Date of Original X Form filed by One Reporting Person McLean, VA 22107 (Month/Day/Year) Form filed by More than One Reporting Person (City) (State) (Zip) Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed of (D) 5. Amount of 1. Title of Security 2. Trans-2A. Deemed 3. Trans-6. Owner-7. Nature of Indirect ship Form: Beneficial Ownership action Code (Instr. 3, 4 & 5) Securities (Instr. 3) action Execution Date Date, Instr. 8) Beneficially Direct (D) Instr. 4) (Month/ Day if any Code ν Amount (A) Price Owned Followor Indirect (I) Year) (Month/Day/ ing Reported Transactions(s) (Instr. 4) or Year) (Instr. 3 & 4) (D)

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).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conver-	3.	3A.	4.	5. Number of Derivative		6. Date		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature
sion or	Trans-	Deemed	Trans-	Securities Acquired	Exercisa	xercisable of Underlying		Derivative	Derivative	Owner-	of Indirect		
Exercise	action	Execution	action	Disposed of (D)	and Exp	iration	ation Securities		Security	Securities	ship	Beneficial	
Price of	Date	Date,	Code		Date		(Instr. 3 & 4)		(Instr. 5)	Beneficially	Form	Ownership	
Derivative		if any		(Instr. 3, 4 & 5)		(Month/Day/		ľ.		r í	Owned	of	(Instr. 4)
Security (Month/ (Month/		r i i i i i i i i i i i i i i i i i i i	(Instr.	r í	Year)					Following	Deriv-	r í l	
, i			8)								Reported	ative	
	(cur)	rem)	ľ								Transaction(s)	Security:	
			Code	/ (A)	(D)	Date	Expira-	Title	Amount	1	(Instr. 4)	Direct	
							-				Ì Í	(D)	
						cisubic	Duic		of			Indirect	
									Shares			(I)	
									Shares			(Instr. 4)	
1-for-1	2/26/03		A	15.265		Immed.		Common	15.265	\$70.72		· /	
								1					
	Exercise Price of Derivative Security	Exercise action Price of Date Derivative (Month/ Day/ Year)	Exercise action Execution Price of Date Date, Derivative if any Security (Month/ Day/ Year) Year)	Exercise action Execution action Price of Date Date, Code if any Security (Month/ (Month/ Day/ Year) Year) 8) Code V	Exercise action Execution action Disposed of (D) Price of Date Date, Code Derivative if any (Month/ Day/ Year) 8) Code V (A)	Exercise action Execution action Disposed of (D) Price of Date Date, Derivative if any Security (Month/ Day/ Year) Year) (Instr. Code V (A) (D) Code V (A) (D)	Exercise action Execution action Disposed of (D) and Exp Price of Date Date, Derivative (Month/ Day/ Year) Year) (Instr. 3, 4 & 5) (Month/ Day/ Year) Year) (Instr. 3, 4 & 5) (Month/ Day/ Year) (Instr. 3, 4 & 5) (Month/ Day/ Year) (Instr. 3, 4 & 5) (Month/ Code V (A) (D) Date Exer- cisable	Exercise action Execution action Disposed of (D) and Expiration Price of Date Date, Code (Instr. 3, 4 & 5) Date, (Month/Day/ Year) Security (Month/ Day/ Year) (Month/ Day/ Year) (Instr. 3, 4 & 5) (D) Date Expiration Code V (A) (D) Date Expiration 1-for-1 2/26/03 A 15.265 Immed.	Exercise action Execution action Disposed of (D) and Expiration Securities Price of Date Date, Code Date Date (Instr. 3, 4 & 5) Date (Instr. 3 & 2) Security (Month/ Day/ Year) (Month/ Day/ Year) (Instr. 3, 4 & 5) (Instr. 3, 4 & 5) (Instr. 3, 4 & 5) (Instr. 3 & 2) Code V (A) (D) Date Expiration Expiration Code V (A) (D) Date Expiration Title	Exercise action Execution action Disposed of (D) and Expiration Securities Price of Date Date, Code Instr. 3, 4 & 5) Date (Instr. 3, 4 & 5) Date (Instr. 3 & 4) Security (Month/ Day/ Year) (Month/ Day/ Year) (Instr. 3, 4 & 5) (Instr. 3, 4 & 5) Date Expira- tion Title Amount or Code V (A) (D) Date Expira- tion Title Amount or 1-for-1 2/26/03 A 15.265 Immed. Common 15.265	Exercise action Execution action Disposed of (D) and Expiration Securities Security Price of Date Date, Code Instr. 3, 4 & 5) Date (Instr. 3 & 4) (Instr. 5) Derivative (Month/ Day/ Year) (Month/ Day/ Year) (Instr. 3, 4 & 5) (Month/ Year) (Instr. 5) (Instr. 5) Code (Instr. (Instr. (Instr. (Instr. A & 5) (Instr. 5) Image: Code (Instr. (Instr. (Instr. (Instr. 6) (Instr. 6) (Instr. 7) Year) Year) (Instr. (Instr. (Instr. 7) (Instr. 7) (Instr. 7) Image: Code (Instr. (Instr. (Instr. (Instr. 7) (Instr. 7) (Instr. 7) Year) (Instr. (Instr. (Instr. (Instr. (Instr. (Instr. 7) (Instr. 7) Image: Code (Instr. (Instr. (Instr. (Instr. (Instr. (Instr. (Instr. (Instr. Image: Code (Instr. (Instr. (Instr. (Instr. (Instr. (Instr. </td <td>Exercise action Execution action Disposed of (D) and Expiration Securities Securities Derivative Date Date, Code Instr. 3, 4 & 5) Date, Instr. 3, 4 & 5) Owned Security (Month/ Day/ Year) (Month/ Day/ Year) Instr. 3, 4 & 5) Instr. 4) Instr. 4) Instr. 5) Beneficially Owned Year) Year) Year) Instr. 4) Instr. 4)</td> <td>Exercise action Execution action Disposed of (D) and Expiration Security Security Security Security Security Security Security Instr. 3, 4 & 5) Instr. 4) Instr. 4)<!--</td--></td>	Exercise action Execution action Disposed of (D) and Expiration Securities Securities Derivative Date Date, Code Instr. 3, 4 & 5) Date, Instr. 3, 4 & 5) Owned Security (Month/ Day/ Year) (Month/ Day/ Year) Instr. 3, 4 & 5) Instr. 4) Instr. 4) Instr. 5) Beneficially Owned Year) Year) Year) Instr. 4)	Exercise action Execution action Disposed of (D) and Expiration Security Security Security Security Security Security Security Instr. 3, 4 & 5) Instr. 4) </td

Explanation of Responses:

By: /s/ Todd A. Mayman Attorney-in-Fact **Signature of Reporting Person

February 28, 2003 Date

**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.

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