FORM 5

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

ANNUAL 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

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

_ Form 3 Holdings Reported _ Form 4 Transactions Reported

OMB APPROVAL

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1 Name and Addre	as of Dansa	ting Dayson*	D. January N	James and Tiples on To	b al	C Deletionship of Depositing Develop(a)					
1. Name and Addre	ss of Repor	ung Person		Name and Ticker or Tr C o., Inc. ("GCI")		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Clapp Richard L.				, , ,							
(Last) (First) (Middle)			3. I.R.S. Id	dentification Number	4. Stat	tement for	X Officer (give title below) Other (specify below)				
			1 *	of Reporting Person,		n/Year					
Gannett Co., Inc.			if an entity	if an entity (voluntary) December 29, 2002			Senior Vice President/Human Resources				
7950 Jones Branch			_	- T(A)							
(Street)				5. If Amendment, Date of Original		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
McLean, VA 22107				(Month/Year)			Form filed by More than One Reporting Person				
ivicidai, V/1 22107				(Nonth Tear)							
(City)	(State)	(Zip)		Table I — No	n-Deriv	ative Securities	Acquired, Disposed of, or Beneficially Owned				
1. Title of Security	2. Trans-	2A. Deemed	3. Trans-	4. Securities Acquired	(A) or I	Disposed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect		
(Instr. 3)	action	Execution	action Code	(Instr. 3, 4 & 5)			lc	11	D (1.10 1.		
			I	(111311. 5, 4 & 5)			1	1 *	Beneficial Ownership		
	Date	Date,	(Instr. 8)	Amount	(A)	Price	Beneficially	Direct (D)	(Instr. 4)		
	Date (Month/ Day/ Year)	Date, if any	I	` ′	(A) or	Price	Beneficially Owned at End of Issuer's	Direct (D) or Indirect (I)			
	(Month/ Day/	Date,	I	` ′	` ′	Price	Beneficially Owned at End of Issuer's Fiscal year	Direct (D)			
Common Stock	(Month/ Day/	Date, if any (Month/Day/	I	` ′	or	Price	Beneficially Owned at End of Issuer's	Direct (D) or Indirect (I) (Instr. 4)			
	(Month/ Day/	Date, if any (Month/Day/	I	` ′	or	Price	Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	Direct (D) or Indirect (I) (Instr. 4)			
	(Month/ Day/	Date, if any (Month/Day/	I	` ′	or	Price \$77.8	Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4) 5,542	Direct (D) or Indirect (I) (Instr. 4) D			

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

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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of		3. Trans-	I .	۲۰.	5. Number of Deriva		6. Date							11. Nature
Derivative	sion or	action	Deemed	Trans-	Securities Acquired	(A) or	Exercisa	ıble	of Underly	ying	Derivative	of	Owner-	of Indirect
Security	Exercise	Date	Execution	action	Disposed of (D)		and Exp	iration	Securities		Security	Derivative	ship	Beneficial
	Price of		Date,	Code			Date		(Instr. 3 &	4)	(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		(Instr. 3, 4 & 5)		(Month/Da	ıy/				Beneficially	of	(Instr. 4)
	Security	Day/ Year)	(Month/	(Instr.			Year)					Owned	Deriv-	
			Day/ Year)	8)								at End of	ative	
			/									Year	Security:	
												(Instr. 4)	Direct	
					(A)	(D)	Date	Expira-	Title	Amount or	:		(D)	
							Exer-	tion		Number of	f		or	
							cisable	Date		Shares			Indirect	
													(I)	
													(Instr. 4)	
Phantom	1-for-1	02/21/01		A5	666.667		Immed.		Common	666.667	\$67.50			
Stock									Stock					
Phantom	1-for-1	02/20/02		A	561.231		Immed.		Common	561.231	\$74.39	6,609.956 ⁽²⁾	D	
Stock		l						l	Stock	l				

Explanation of Responses:

(1) The information in this report is based on a plan statement dated as of September 30, 2002.

(2) Prior Forms 4 and 5 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 5, as Phantom Stock.

By: /s/ Richard L. Clapp

<u>February 4, 2003</u>

Date

**Signature of Reporting Person

**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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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).