FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Common Stock 2,274,816 D | | | | or Se | ction 30(h) o | of the Investment Company Act of 1 | 1940 | | | | |
|--|--|-------------------|-------------|-----------------|---------------|---|-----------------------------------|------------------------|---|------------------------------------|--|
| Common Stock 2,274.816 | Horning Roxanne V Requiring State (Month/Day/Ye | | | | ement | | | | | | |
| Common Stock Comm | GANNETT (| GANNETT CO., INC. | | | | (Check all applicable) Director Officer (give title below) | 10% Owne Other (spec below) | r (Mon | 6. Individual or Joint/Group Filing (Check | | |
| Common Stock | () | | | | | Senior VP/Human | Resources | X | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 1. Title of Security (Instr. 4) 2. Amount of Securities 2. Amount of Securities 2. Amount of Securities 2. Amount of Securities 3. Ownership form: Direct (I) or Indirect (Instr. 5) 5. Ownership for Indirect (Instr. 5) 5. Ownership for Instr. 5) 5. Ownership for Indirect (Instr. 5) 5. Ownership for Indirect (Instr. 5) 5. Ownership for Instr. 4) 5. Ownership for Indirect (Instr. 5) 5. Ownership for Instr. 4) 5. Ownership | (City) | (State) | (Zip) | | | | | | | | |
| Common Stock Com | | | | Table I - No | on-Deriva | ative Securities Beneficia | lly Owned | | | | |
| Common Stock Com | 1. Title of Security (Instr. 4) | | | | | Form: Direct (| t (D) (Instr. | | Beneficial Ownership | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Date Exercisable and Expiration Date (Month/Day/Year) Date (Month/Day/Year | Common Stock | | | | | 2,274.816 | D | | | | |
| (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securities (Instr. 4) 4. Ownership of Exercisable and Exercisable an | Common Stock | | | | | 1,231.286 | I | By 401(k) | | | |
| Expiration Date (Month/Day/Year) Date Exercisable Expiration Date (Month/Day/Year) Phantom Stock (1) (1) Common Stock 1,539.313 (2) D Restricted Stock Units 12/09/2009 12/09/2009 Common Stock 650 (3) D Employee Stock Option (right to buy) (6) 12/07/2009 Common Stock 5,800 74.5 D Employee Stock Option (right to buy) (6) 12/03/2012 Common Stock 10,000 75.3 D Employee Stock Option (right to buy) (7) 12/03/2012 Common Stock 10,000 75.3 D Employee Stock Option (right to buy) (8) 12/03/2012 Common Stock 14,000 87.33 D Employee Stock Option (right to buy) (9) 12/12/2013 Common Stock 14,000 87.33 D Employee Stock Option (right to buy) (9) 12/12/2013 Common Stock 14,000 87.33 D Employee Stock Option (right to buy) (9) 12/12/2013 Common Stock 14,000 87.33 D Employee Stock Option (right to buy) 10/25/2005 12/10/2012 Common Stock 14,500 88.9 D Employee Stock Option (right to buy) 10/25/2005 12/10/2012 Common Stock 3,000 79.29 D | 1 Title of Deriv | ative Security | (Instr 4) | (e.g., puts, ca | alls, warr | ants, options, convertible | e securities | <u> </u> | 15 | 6. Nature of Indirect | |
| Date ExercisableExpiration Date ExercisableLate Expiration DateLate Phantom StockLate | 1. The of Derivative Security (IIIsti: 4) | | | Expiration Date | | | | Conversion or Exercise | ersion Ownership ercise Form: | Beneficial Ownership (Instr. 5) | |
| Restricted Stock Units 12/09/2009 12/09/2009 Common Stock 650 (3) D Employee Stock Option (right to buy) (4) 12/08/2008 Common Stock 4,960 65 D Employee Stock Option (right to buy) (5) 12/07/2009 Common Stock 5,800 74.5 D Employee Stock Option (right to buy) (6) 12/02/2011 Common Stock 9,800 69.35 D Employee Stock Option (right to buy) (7) 12/03/2012 Common Stock 10,000 70.21 D Employee Stock Option (right to buy) (8) 12/03/2012 Common Stock 4,600 75.3 D Employee Stock Option (right to buy) (9) 12/12/2013 Common Stock 14,000 87.33 D Employee Stock Option (right to buy) 10/25/2005 12/10/2012 Common Stock 14,500 80.9 D Employee Stock Option (right to buy) (10) 12/10/2012 Common Stock 3,000 79.29 D | | | | | | | Number of | Derivative | or Indirect | | |
| Employee Stock Option (right to buy) (4) 12/08/2008 Common Stock 4,960 65 D Employee Stock Option (right to buy) (5) 12/07/2009 Common Stock 5,800 74.5 D Employee Stock Option (right to buy) (6) 12/02/2011 Common Stock 9,800 69.35 D Employee Stock Option (right to buy) (7) 12/03/2012 Common Stock 10,000 70.21 D Employee Stock Option (right to buy) (8) 12/03/2012 Common Stock 4,600 75.3 D Employee Stock Option (right to buy) (9) 12/12/2013 Common Stock 14,000 87.33 D Employee Stock Option (right to buy) 10/25/2005 12/10/2012 Common Stock 14,500 80.9 D Employee Stock Option (right to buy) (10) 12/10/2012 Common Stock 3,000 79.29 D | Phantom Stock | | | (1) | (1) | Common Stock | 1,539.313 | (2) | D | | |
| Employee Stock Option (right to buy) (5) 12/07/2009 Common Stock 5,800 74.5 D Employee Stock Option (right to buy) (6) 12/02/2011 Common Stock 9,800 69.35 D Employee Stock Option (right to buy) (7) 12/03/2012 Common Stock 10,000 70.21 D Employee Stock Option (right to buy) (8) 12/03/2012 Common Stock 4,600 75.3 D Employee Stock Option (right to buy) (9) 12/12/2013 Common Stock 14,000 87.33 D Employee Stock Option (right to buy) 10/25/2005 12/10/2012 Common Stock 14,500 80.9 D Employee Stock Option (right to buy) (10) 12/10/2012 Common Stock 3,000 79.29 D | Restricted Stock Units | | | 12/09/2009 | 12/09/2009 | Common Stock | 650 | (3) | D | | |
| Employee Stock Option (right to buy) (6) 12/02/2011 Common Stock 9,800 69.35 D Employee Stock Option (right to buy) (7) 12/03/2012 Common Stock 10,000 70.21 D Employee Stock Option (right to buy) (8) 12/03/2012 Common Stock 4,600 75.3 D Employee Stock Option (right to buy) (9) 12/12/2013 Common Stock 14,000 87.33 D Employee Stock Option (right to buy) 10/25/2005 12/10/2012 Common Stock 14,500 80.9 D Employee Stock Option (right to buy) (10) 12/10/2012 Common Stock 3,000 79.29 D | Employee Stock Option (right to buy) | | | (4) | 12/08/2008 | Common Stock | 4,960 | 65 | D | | |
| Employee Stock Option (right to buy) (7) 12/03/2012 Common Stock 10,000 70.21 D Employee Stock Option (right to buy) (8) 12/03/2012 Common Stock 4,600 75.3 D Employee Stock Option (right to buy) (9) 12/12/2013 Common Stock 14,000 87.33 D Employee Stock Option (right to buy) 10/25/2005 12/10/2012 Common Stock 14,500 80.9 D Employee Stock Option (right to buy) (10) 12/10/2012 Common Stock 3,000 79.29 D | Employee Stock Option (right to buy) | | | (5) | 12/07/2009 | Common Stock | 5,800 | 74.5 | D | | |
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| Employee Stock Option (right to buy) (9) 12/12/2013 Common Stock 14,000 87.33 D Employee Stock Option (right to buy) 10/25/2005 12/10/2012 Common Stock 14,500 80.9 D Employee Stock Option (right to buy) (10) 12/10/2012 Common Stock 3,000 79.29 D | Employee Stock Option (right to buy) | | (7) | 12/03/2012 | Common Stock | 10,000 | 70.21 | D | | | |
| Employee Stock Option (right to buy) 10/25/2005 12/10/2012 Common Stock 14,500 80.9 D Employee Stock Option (right to buy) (10) 12/10/2012 Common Stock 3,000 79.29 D | Employee Stock Option (right to buy) | | | (8) | 12/03/2012 | Common Stock | 4,600 | 75.3 | D | | |
| Employee Stock Option (right to buy) (10) 12/10/2012 Common Stock 3,000 79.29 D | Employee Stock Option (right to buy) | | | (9) | 12/12/2013 | Common Stock | 14,000 | 87.33 | D | | |
| Employee stock option (right to buy) | Employee Stock Option (right to buy) | | | 10/25/2005 | 12/10/2012 | Common Stock | 14,500 | 80.9 | D | | |
| T 1 (1) (1) (1) (1) (1) (1) (1) (1) (1) (| Employee Sto | ock Option (ri | ght to buy) | (10) | 12/10/2012 | Common Stock | 3,000 | 79.29 | D | | |
| Employee Stock Option (right to buy) 12/09/2013 Common Stock 12,300 60.29 D | Employee Sto | ock Option (ri | ght to buy) | (11) | 12/09/2013 | Common Stock | 12,300 | 60.29 | D | | |

Explanation of Responses:

- 1. These shares of phantom stock are payable in cash or stock, at the election of the reporting person, on various dates selected by the reporting person or as otherwise provided in the Issuer's Deferred Compensation Plan.
- 2. Each share of phantom stock is the economic equivalent of one share of common stock.
- 3. Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.
- 4. The option vested in four equal annual installments beginning on December 8, 1999.
- 5. The option vested in four equal annual installments beginning on December 7, 2000.
- 6. The option vested in four equal annual installments beginning on December 4, 2002.
- 7. The option vested as to 7,500 shares in three equal annual installments beginning on December 3, 2003, and will vest as to the remaining 2,500 shares on December 3, 2006.
- 8. The option vested as to 3,450 shares in three equal annual installments beginning on December 3, 2003, and will vest as to the remaining 1,150 shares on December 3, 2006.
- 9. The option vested as to 3,500 shares on December 12, 2004, and vested as to the remaining 10,500 shares on December 23, 2004.
- 10. The option vested as to 750 shares on December 10, 2005, and will vest as to the remaining 2,250 shares in three equal annual installments beginning on December 10, 2006.
- 11. The option will vest in four equal annual installments beginning on December 9, 2006.

Remarks:

/s/ Todd A. Mayman, Attorney-07/27/2006 in-Fact

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.

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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, THAT THE UNDERSIGNED HEREBY CONSTITUTES AND APPOINTS EACH OF TODD A. MAYMAN AND BARBARA W. WALL, SIGNING SINGLY, THE UNDERSIGNED'S TRUE AND LAWFUL ATTORNEY-IN-FACT TO:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Gannett Co., Inc. (the "Company"), Forms 3, 4, 5 and 144 in accordance with the Securities laws of the United States and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or other authority where such filing is required; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 25th day of July, 2006.

/s/ Roxanne V. Horning Roxanne V. Horning WITNESS: <u>/s/ Deborah Harris</u> Deborah Harris