



Edgar Filing: GANNETT CO INC /DE/ - Form 4

[ X ] Officer (give title below) [ ] Other (specify below)

Senior Vice President/Gannett Television

7. Individual or Joint/Group Filing (Check applicable line)

[ X ] Form Filed by One Reporting Person

[ ] Form Filed by More than One Reporting Person

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

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |              |
|---------------------------------------|---|---|--|------------------|--------------|
|                                       |   |   | Amount   | (A)<br>or<br>(D) | Price        |
| Common Stock                          | 05/14/01                                | M                                       | 2,955  | A                | \$37.3750 Se |
| Common Stock                          | 05/14/01                                | S                                       | 2,955  | D                | \$66.8313 Se |
| Common Stock                          | 05/14/01                                | M                                       | 1,850  | A                | \$59.50 Se   |
| Common Stock                          | 05/14/01                                | S                                       | 1,850  | D                | \$66.8313 0  |
| Common Stock                          | To 03/31/01                             |   |  |                  | 2,           |
| Common Stock                          | To 04/30/01                             |   |  |                  |              |

\* If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v)

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

FORM 4 (continued)

Table II -- Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>Date Expira-<br>tion | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|---|---|--|--|
| Stock Options  | \$37.3750   | 05/14/01   | M   | 2,995   | 12/10/00 12/10/06  | Common<br>Stock 2,955  |
| Stock Options  | \$59.50   | 05/14/01   | M   | 1,850   | 12/09/01 12/09/07  | Common<br>Stock 1,850  |

Explanation of Responses:

- (1) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and Trust Company
- (2) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.

/s/Ardyth R. Diercks

06/11/01

\*\*Signature of Reporting Person

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 provided is insufficient. See Instruction 6 for procedure.

Alternatively, this form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.