### GANNETT CO INC /DE/ Form 5 February 05, 2001

| OMB APPROVAL             |
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|                          |
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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 5

|                | ANNUAL STATEMENT OF CHAN   | GES IN BENEFICIAL OWN                   | ERSHIP        |
|----------------|--|---|---------------|
|                | uant to Section 16(a) of 17(a) of the Public Util Section 30(f) of the Inv | ity Holding Company A                   | ct of 1935 or |
|                | s box if no longer subjec<br>ns may continue. See Inst                     |   | 4 or Form 5   |
| [ ] Form 3 Ho  | ldings Reported  |   |               |
| [ ] Form 4 Tr  | ansactions Reported  |   |               |
| 1. Name and Ad | dress of Reporting Person  | *                                       | =========     |
| Palmisano      | Samuel   | J.                                      |               |
| (Last)         | (First)  | (Middle)                                |               |
| Gannett Co., I | nc. 1100 Wilson Bouleva  | rd                                      |               |
|                | (St  | reet)                                   |               |
| Arlington      | Vir  | ginia                                   | 22234         |
| (City)         | (St  | ate)                                    | (Zip)         |
| 2. Issuer Name | and Ticker or Trading Sy   | ======================================  |               |
| Gannett Co., I | nc. ("GCI")  |   |               |
| 3. IRS or Soci | al Security Number of Rep  | orting Person (Volunt                   | ary)          |
| 4. Statement f | or Month/Year  |   |               |
| December, 2000 |  | ======================================= |               |
|                |  |   |               |

5. If Amendment, Date of Original (Month/Year)

|  | ·                                |                                |   | =                |       |
|--|----------------------------------|--------------------------------|---|------------------|-------|
| <ol><li>Relationship of Reporting Person t<br/>(Check all applicable)</li></ol>                | .o Issuer                        |                                |   |                  |       |
| [ X ] Director [ ] Officer (give title below)  |                                  |                                |   |                  |       |
| 7. Individual or Joint/Group Filing (Check applicable line)  [ X ] Form filed by one Reporting | Person                           |                                |   | =                |       |
| [ ] Form filed by more than one  | Reporting Pers                   | son                            |   |                  |       |
| Table I Non-Derivative or Benef  | Securities Acc<br>Sicially Owned |                                | ed of,  | =                |       |
|  | :=======                         | ========                       | :========   | =                |       |
|  |                                  |                                | 4.<br>Securities Acq<br>Disposed of (D)<br>(Instr. 3, 4 and | )                | A) or |
| 1. Title of Security (Instr. 3)  | Date                             | 3. Transaction Code (Instr. 8) | Amount  | (A)<br>or<br>(D) | Price |
|  |                                  |                                |   |                  |       |
| Common Stock   |                                  |                                |   |                  |       |
| Common Stock   |                                  |                                |   |                  |       |
|  |                                  |                                |   |                  |       |
|  |                                  |                                |   |                  |       |
|  |                                  |                                |   |                  |       |
|  |                                  |                                |   |                  |       |
|  |                                  |                                |   |                  |       |
|  |                                  |                                |   |                  |       |
|  |                                  |                                |   |                  |       |
|  |                                  |                                |   |                  |       |
|  |                                  |                                |   |                  |       |

<sup>\*</sup> If the form is filed by more than one Reporting Person, see Instruction  $4\,\mathrm{(b)}\,\mathrm{(v)}\,\mathrm{.}$ 

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) |                                 |                |                                     |   |  |  |     |                              |
|  | =======                         |                |                                     |   | ======   |  | === |                              |
|  |                                 | 3.<br>Trans-   | 4.                                  | 5. Number of Derivative Securities Acquired (A) or Disposed | ivative 6.<br>urities Date<br>uired (A) Exercisa |  | •   |                              |
| 1. Title of Derivative Security (Instr. 3)   | of<br>Deriv-<br>ative<br>Secur- | action<br>Date | Trans-<br>action<br>Code<br>(Instr. | of (D)<br>(Instr. 3,<br>4 and 5)                            | (Month/D<br><br>Date                             |  |     | Amount<br>or<br>Number<br>of |
|  |                                 |                |                                     |   |  |  |     |                              |
|  |                                 |                |                                     |   |  |  |     |                              |
|  |                                 |                |                                     |   |  |  |     |                              |
|  |                                 |                |                                     |   |  |  |     |                              |
|  |                                 |                |                                     |   |  |  |     |                              |
|  |                                 |                |                                     |   |  |  |     |                              |

Explanation of Responses:

(1) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.

/s/Samuel J. Palmisano 2/05/01
------\*\*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.

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