

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

- Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 28, 1999 or
- Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____

Commission file number 1-6961

GANNETT CO., INC.

(Exact name of registrant as specified in its charter)

Delaware
(state or other jurisdiction of
incorporation or organization)

16-0442930
(I.R.S. Employer
Identification No.)

1100 Wilson Boulevard, Arlington, Virginia 22234
(Address of principal executive offices) (Zip Code)

(703) 284-6000
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if
changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

The number of shares outstanding of the issuer's Common Stock, Par Value \$1.00, as of March 28, 1999 was 279,386,406.

PART I. FINANCIAL INFORMATION

MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATIONS

EARNINGS SUMMARY

Operating income for the first quarter of 1999 rose \$23.7 million or 8%. Newspaper publishing earnings were up \$21.8 million or 10% for the quarter, reflecting continued strong advertising demand, very strong operating results at USA TODAY and USA WEEKEND, and a favorable comparison year-over-year at The Detroit News. Television earnings declined \$0.3 million or less than 1% for the quarter primarily due to the absence of advertising related to the broadcast of the Super Bowl on our NBC-affiliated stations and the Winter Olympics on our CBS-affiliated stations, which buoyed results in the first quarter of 1998. Cable and security segment earnings rose \$1.4 million or 10%, but comparisons with last year are tempered by the sale in March 1998 of the alarm security business which was previously reported in this segment.

Pro forma operating results for each business segment are discussed in the following sections of this report.

Non-operating income for the first quarter of 1998 included a net pre-tax gain of \$306.5 million (\$183.6 million after-tax) primarily from the disposition of the company's five remaining radio stations and its alarm security business. Excluding this gain, net income rose \$19.7 million or 12% for the first quarter of 1999 and diluted earnings per share increased 14% to \$0.64.

A presentation of first quarter earnings excluding the net non-operating gain follows:

Earnings Summary Excluding
1998 Net Non-operating Gain

	Quarter Ended		% Inc (Dec)
	March 28, 1999	March 29, 1998	
Operating income	\$311,917	\$288,243	8.2
Non-operating income (expense):			
Interest expense	(16,592)	(23,229)	(28.6)
Other	2,368	829	---
	-----	-----	-----
Total	(14,224)	(22,400)	(36.5)
Income before income taxes	297,693	265,843	12.0
Provision for income taxes	118,800	106,600	11.4
	-----	-----	-----
Net income	\$178,893	\$159,243	12.3
	=====	=====	=====
Net income per share-basic	\$0.64	\$0.56	14.3
	=====	=====	=====
Net income per share-diluted	\$0.64	\$0.56	14.3
	=====	=====	=====

NEWSPAPERS

Reported newspaper publishing revenues rose \$49.6 million or 5% in the first quarter of 1999, which included a \$50.6 million or 8% gain in advertising revenues. These revenue increases include the impact of newspaper publishing acquisitions in 1998.

The tables below provide, on a pro forma basis, details of newspaper ad revenue and linage and preprint distribution for the first quarter of 1999 and 1998:

Advertising revenue, in thousands of dollars (pro forma)

First Quarter

	1999	1998	% Change
	----	----	-----
Local	\$214,818	\$208,115	3
National	135,565	116,717	16
Classified	266,465	252,844	5
	-----	-----	--
Total Run-of-Press	616,848	577,676	7
Preprint and Other advertising	103,703	97,552	6
	-----	-----	--
Total Ad Revenue	\$720,551	\$675,228	7
	=====	=====	==

Advertising linage, in thousands of inches, and preprint distribution, in millions (pro forma)

First Quarter

	1999	1998	% Change
	----	----	-----
Local	8,133	7,861	3
National	806	670	20
Classified	10,586	9,876	7
	-----	-----	--
Total Run-of-Press linage	19,525	18,407	6
	=====	=====	==
Preprint distribution	1,740	1,675	4
	=====	=====	==

Pro forma newspaper advertising revenues rose 7% for the quarter. Local ad revenues and volume increased 3%, and national ad revenues rose 16% on a volume increase of 20%. Classified ad revenues increased 5% on a volume increase of 7%. Most of the company's newspapers, including The Detroit News and USA TODAY, recorded solid gains in advertising revenue.

Classified gains were strongest in the employment category.

Reported newspaper circulation revenues declined less than 1% for the quarter. Pro forma net paid daily circulation for the company's local newspapers declined 1%, while Sunday circulation was lower by 2%. USA TODAY reported an average daily paid circulation of 2,248,813 in the ABC Publisher's statement for the 26 weeks ended March 28, 1999, a 1% increase over the comparable period a year ago.

Operating costs for the newspaper segment increased \$27.8 million or 4% for the quarter due to higher newsprint expense and generally higher operating costs. In total, newsprint expense increased 3% due to increased newsprint consumption. Newsprint prices were flat compared to the first quarter of 1998. The company expects newsprint prices to be lower for the remainder of the year as compared to 1998.

Newspaper operating income increased \$21.8 million or 10% for the quarter, reflecting strong advertising gains throughout the group, a favorable comparison year to year at The Detroit News, strong growth at USA TODAY and USA WEEKEND, and the impact of 1998 acquisitions.

Early in the second quarter of 1999, the company contributed The San Bernardino County Sun to a partnership that includes 21 daily California newspapers in exchange for a partnership interest.

TELEVISION

Reported television revenues increased \$0.5 million or less than 1% for the quarter. Operating costs increased \$0.8 million or 1%. Reported television operating income declined \$0.3 million or less than 1%. These results were tempered by the absence of advertising related to the broadcast of the Super Bowl on the company's NBC-affiliated stations and the Winter Olympics on its CBS-affiliated stations, which buoyed results in the first quarter of 1998.

Reported results include the impact of WLTX-TV (CBS) in Columbia, South Carolina, which was purchased in late April of 1998. On a pro forma basis, television station revenues declined 1% for the quarter. Pro forma local television ad revenues increased by 2%, while national ad revenues decreased by 6%.

In February 1999, the company announced an agreement to exchange KVUE-TV (ABC) in Austin, Texas for KXTV (ABC) in Sacramento/Stockton/Modesto, California, plus other consideration. This transaction is expected to close later in the second quarter and when completed, Gannett Television will consist of 21 television stations reaching 17.3 percent of the U.S. television market.

CABLE AND SECURITY

Reported operating revenues for the cable and security segment declined \$1.9 million or 3% for the quarter while operating income rose \$1.4 million or 10%. In early March 1998, the company sold its alarm security business, previously reported with this segment. On a pro forma basis, excluding the 1998 alarm security results, cable revenues rose \$6.5 million or 12% and operating income rose \$2.0 million or 15%.

In late August 1998, the company completed an exchange of its subscribers and certain cable system assets in the suburban Chicago area (93,000 subscribers) for the TCI Communications, Inc. subscribers and certain cable system assets in Kansas (128,000 subscribers). At the end of the first quarter of 1999, the cable television business served 517,000 subscribers in three states or 63% of homes passed.

The increases in cable operating revenues and operating income reflect the increased subscriber base from the asset exchange, higher subscription rates and significant increases in advertising and pay-per-view revenues.

NON-OPERATING INCOME AND EXPENSE/PROVISION

FOR INCOME TAXES

Interest expense decreased \$6.6 million or 29% for the quarter, reflecting the pay-down of long-term debt from operating cash flow and the proceeds from the sale of certain businesses in 1998.

Non-operating income in the first quarter of 1998 included a net pre-tax gain of \$306.5 million (\$183.6 million after-tax) as discussed in the Earnings Summary above.

The company's effective income tax rate was 39.9% for the quarter versus 40.1% for the same quarter last year.

NET INCOME

Net income, excluding the \$183.6 million net non-operating after-tax gain in 1998 discussed above, rose \$19.7 million or 12%. Diluted earnings per share, excluding the net non-operating gain, rose to \$0.64 from \$0.56, an increase of 14%.

The weighted average number of diluted shares outstanding totaled 281,677,000 for the first quarter of 1999, compared to 286,874,000 for the first quarter of 1998. In the last half of 1998, the company repurchased approximately six million shares of common stock at a cost of \$329 million. These stock repurchases were partially offset by shares issued upon the exercise of stock options and the settlement of stock incentive rights. Exhibit 11 of this Form 10-Q presents the weighted average number of basic and diluted shares outstanding and the earnings per share for each period.

LIQUIDITY AND CAPITAL RESOURCES

The company's consolidated operating cash flow (defined as operating income plus depreciation and amortization of intangible assets) as reported in the accompanying Business Segment Information totaled \$390.8 million for the first quarter of 1999, compared with \$367.7 million for the same period of 1998, a 6% increase.

Capital expenditures for the quarter totaled \$40.9 million, compared to \$33.4 million in 1998. The company's long-term debt was reduced by \$315.7 million in the quarter from operating cash flow. In February 1999, the company declared a quarterly dividend of \$0.20 per share or \$55.9 million, which was paid on April 1, 1999. In May 1999, the company also declared a quarterly dividend of \$0.20 per share payable on July 1, 1999.

YEAR 2000

General

The "Year 2000 Issue" is the result of computer programs that were written using two digits rather than four to define the applicable year. If the company's computer programs with date-sensitive functions are not Year 2000 compliant, they may recognize a date using "00" as the Year 1900 rather than the Year 2000. This could result in a system failure or miscalculations causing disruptions of operations, including, among other things, temporary stoppage of newspaper, broadcast and/or cable operations and the inability to process transactions, send invoices or engage in similar normal business activities.

Project

The company has developed a plan to ensure that all of its key computer systems will be Year 2000 compliant in advance of December 31, 1999. The plan encompasses all operating properties, corporate headquarters and, where necessary, computer applications that directly interface elements of the company's business with business partners, customers, suppliers and service providers.

The plan structure includes several phases: inventory, assessment, detailed analysis, implementation/remediation, audit and contingency planning. The first three phases of inventory,

assessment and detailed analysis are complete. The implementation/remediation phase is substantially complete. Audit and contingency planning efforts are also underway and are substantially complete, but will continue to be refined and implemented up to the Year 2000.

The company has more than 125 business units which generally operate independently and therefore have separate computer systems and various production and administrative equipment with embedded computer systems. Much of the hardware and software used at the business unit level is standardized and supported centrally. For these systems, Year 2000 issues are being addressed by a centrally managed Information Technology Group. Other Year 2000 issues are being addressed by local personnel at the individual business units with guidance where necessary from headquarters staff or consulting specialists.

At the end of the first quarter of 1999, the company has achieved Year 2000 compliance in many critical systems areas.

The company's business systems (i.e., marketing, sales support, customer billing and accounts receivable, accounting, accounts payable and payroll) at the majority of its local operating properties and at its headquarters are already Year 2000 compliant. This has been achieved through a systematic roll-out of Year 2000 compliant software where it was necessary. By the end of the first quarter of 1999, more than 90% of these business applications were Year 2000 compliant. For those few properties which still operate business systems that are not Year 2000 compliant, the company has already purchased or developed the necessary software and will be installing it during the second and third quarters of 1999 according to plan.

For newspaper operations, critical systems also include publishing systems (i.e., front-end editorial and classified, networks, press and mailroom/distribution systems) and other facility/administrative systems. At the end of the first quarter of 1999, more than 90% of such newspaper publishing systems were Year 2000 compliant. The remaining few newspapers are expected to complete installation of publishing systems by the end of the third quarter of 1999. All facility/administrative systems for the newspaper group are Year 2000 compliant.

The company's 21 television stations generally use standard purchased software and systems for production and broadcasting. Each station operates these systems independently on separate hardware platforms. Nearly all critical television station systems have been modified or upgraded as necessary for Year 2000 compliance. For the few remaining systems, compliance will be achieved at various points through the third quarter of 1999 when the desired technology becomes available for purchase and installation.

For the cable television business, all business applications and other critical systems for production, distribution and administration are now Year 2000 compliant.

The company has requested confirmation of compliance from its third party vendors and, in important cases, has or will run tests to verify compliance.

Costs

The company's efforts to address potential Year 2000 problems began within its central Information Technology Group in 1995 and were broadened to include all departments/operations in 1997. The costs specifically associated with efforts to achieve Year 2000 compliance are expected to be less than \$25 million in the aggregate (exclusive of software and hardware that has been or will be replaced or upgraded in the normal course of business), and more than 90% of such costs were incurred and reported through the end of the first quarter of 1999. Year 2000 compliance costs are not material to the company's financial position or to operating results for any of the years involved and compliance efforts have not significantly affected progress of other information technology plans or programs.

Risks

The business risks the company would face if it were unable to achieve Year 2000 compliance for its critical systems could vary significantly in degree of seriousness, depending on the system and the business unit affected. The company may be unable to publish certain of its newspapers, broadcast from certain of its television stations and/or deliver programming in certain cable markets. If this occurred, it would most likely be due to Year 2000 related failure of the company's utility, telecommunications or content service providers, not from internal company system failure. The company continues to work directly with these vendors to evaluate risk levels.

If the company's operations were affected in this manner, revenue losses would result which would not be fully recovered when normal operations resumed. Incremental repair and start up costs might also be incurred. Given the present state of its Year 2000 compliance program and its plans to complete it as described above, the company does not expect that a significant portion of its operations would be adversely impacted, and even if certain operations were so impacted, it would be only for a limited time. Consequently, management does not believe possible disruptions of this nature would have a material effect on the company's financial condition or results of operations.

While the company believes its Year 2000 plan will ensure functionality of all key systems, each business unit and corporate headquarters are also preparing contingency plans.

CERTAIN FACTORS AFFECTING FORWARD LOOKING STATEMENTS

Certain statements in the company's 1998 Annual Report to Shareholders, its Annual Report on Form 10-K, and in this Quarterly Report contain forward-looking information. The words "expect," "intend," "believe," "anticipate," "likely," "will," and similar expressions generally identify forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties which could cause actual results and events to differ materially from those anticipated in the forward-looking statements.

Potential risks and uncertainties which could adversely affect the company's ability to obtain these results include, without limitation, the following factors: (a) increased consolidation among major retailers or other events which may adversely affect business operations of major customers and depress the level of local and national advertising; (b) an economic downturn in some or all of the company's principal newspaper or television markets leading to decreased circulation or local or national advertising; (c) a decline in general newspaper readership patterns as a result of competitive alternative media or other factors; (d) an increase in newsprint or syndication programming costs over the levels anticipated; (e) labor disputes which may cause revenue declines or increased labor costs; (f) acquisitions of new businesses or dispositions of existing businesses; (g) a decline in viewership of major networks and local news programming; and (h) rapid technological changes and frequent new product introductions prevalent in electronic publishing; and (i) the uncertainty associated with the impact of Year 2000 issues on the company, its customers, its vendors and others with whom it does business.

CONSOLIDATED BALANCE SHEETS
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars

	March 28, 1999	Dec. 27, 1998
	-----	-----
ASSETS		
Cash	\$ 37,224	\$ 60,103
Marketable securities	12	6,084
Trade receivables, less allowance (1999 - \$18,003; 1998 - \$19,143)	609,438	664,540
Inventories	87,603	87,176
Prepaid expenses and other receivables	71,928	88,482
	-----	-----
Total current assets	806,205	906,385
	-----	-----
Property, plant and equipment		
Cost	3,705,766	3,666,743
Less accumulated depreciation	(1,652,178)	(1,602,960)
	-----	-----
Net property, plant and equipment	2,053,588	2,063,783
	-----	-----
Intangible and other assets		
Excess of acquisition cost over the value of assets acquired, less amortization	3,767,250	3,794,601
Investments and other assets	220,219	214,711
	-----	-----
Total intangible and other assets	3,987,469	4,009,312
	-----	-----
Total assets	\$ 6,847,262	\$ 6,979,480
	=====	=====
LIABILITIES & SHAREHOLDERS' EQUITY		
Current maturities of long-term debt	\$	\$ 7,812
Accounts payable and current portion of film contracts payable	250,315	312,283
Compensation, interest and other accruals	211,897	228,222
Dividend payable	55,937	55,790
Income taxes	113,450	6,395
Deferred income	130,220	117,465
	-----	-----
Total current liabilities	761,819	727,967
	-----	-----
Deferred income taxes	445,857	442,359
Long-term debt, less current portion	998,954	1,306,859
Postretirement, medical and life insurance liabilities	308,079	308,145
Other long-term liabilities	221,146	214,326
	-----	-----
Total liabilities	2,735,855	2,999,656
	-----	-----
Shareholders' Equity		
Preferred stock of \$1 par value per share. Authorized 2,000,000 shares; issued - none.		
Common stock of \$1 par value per share. Authorized 400,000,000; issued, 324,420,732 shares.	324,421	324,421
Additional paid-in capital	125,460	126,045
Retained earnings	4,898,280	4,775,313
	-----	-----
Total	5,348,161	5,225,779
	-----	-----
Less treasury stock - 45,034,326 shares and 45,419,437 shares respectively, at cost	(1,215,220)	(1,223,077)
Deferred compensation related to ESOP	(21,534)	(22,878)
	-----	-----
Total shareholders' equity	4,111,407	3,979,824
	-----	-----
Total liabilities and shareholders' equity	\$ 6,847,262	\$ 6,979,480
	=====	=====

CONSOLIDATED STATEMENTS OF INCOME
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars (except per share amounts)

	Thirteen weeks ended		% Inc
	March 28, 1999	March 29, 1998	(Dec)
	-----	-----	-----
Net Operating Revenues:			
Newspaper advertising	\$ 720,551	\$ 669,994	7.5
Newspaper circulation	253,357	254,079	(0.3)
Television	161,194	160,692	0.3
Cable and Security	62,126	64,062	(3.0)
Other	50,837	51,083	(0.5)
	-----	-----	-----
Total	1,248,065	1,199,910	4.0
Operating Expenses:			
Cost of sales and operating expenses, exclusive of depreciation	661,354	642,980	2.9
Selling, general and administrative expenses, exclusive of depreciation	195,886	189,206	3.5
Depreciation	51,102	53,030	(3.6)
Amortization of intangible assets	27,806	26,451	5.1
	-----	-----	-----
Total	936,148	911,667	2.7
	-----	-----	-----
Operating income	311,917	288,243	8.2
Non-operating income (expense):			
Interest expense	(16,592)	(23,229)	(28.6)
Other*	2,368	307,356	****
	-----	-----	-----
Total	(14,224)	284,127	****
Income before income taxes	297,693	572,370	(48.0)
Provision for income taxes	118,800	229,520	(48.2)
	-----	-----	-----
Net income	\$ 178,893	\$ 342,850	(47.8)
	=====	=====	=====
Net income per share - basic	\$0.64	\$1.21	(47.1)
	=====	=====	=====
Net income per share - diluted	\$0.64	\$1.20	(46.7)
	=====	=====	=====
Dividends per share	\$0.20	\$0.19	5.3
	=====	=====	=====

* 1998 results include a net non-operating gain principally from the disposition of several businesses including Radio and Alarm Security. See Management's Discussion and Analysis of Operations for earnings summary excluding net non-operating gain.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars

	Thirteen weeks ended	
	March 28, 1999	March 29, 1998
	-----	-----
Cash flows from operating activities		
Net income	\$ 178,893	\$ 342,850
Adjustments to reconcile net income to operating cash flows:		
Depreciation	51,102	53,030
Amortization of intangibles	27,806	26,451
Deferred income taxes	3,498	56,122
Other, net	119,963	(248,416)
	-----	-----
Net cash flow from operating activities	381,262	230,037
	-----	-----
Cash flows from investing activities		
Purchase of property, plant and equipment	(40,918)	(33,446)
Payments for acquisitions, net of cash acquired	(500)	(113,160)
Change in other investments	(5,666)	(101,103)
Proceeds from sale of certain assets	2,500	567,556
Collection of long-term receivables		13,873
	-----	-----
Net cash (used for) provided by investing activities	(44,584)	333,720
	-----	-----
Cash flows from financing activities		
Payments of long-term debt	(315,717)	(382,605)
Dividends paid	(55,694)	(53,899)
Proceeds from issuance of common stock	5,782	11,319
	-----	-----
Net cash used for financing activities	(365,629)	(425,185)
	-----	-----
Net (decrease) increase in cash and cash equivalents	(28,951)	138,572
Balance of cash and cash equivalents at beginning of year	66,187	52,778
	-----	-----
Balance of cash and cash equivalents at end of first quarter	\$ 37,236	\$ 191,350
	=====	=====

BUSINESS SEGMENT INFORMATION
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars

	Thirteen weeks ended		% Inc
	March 28, 1999	March 29, 1998	(Dec)
	-----	-----	-----
Operating Revenues:			
Newspaper publishing	\$1,024,745	\$975,156	5.1
Television	161,194	160,692	0.3
Cable and Security	62,126	64,062	(3.0)
	-----	-----	-----
Total	\$1,248,065	\$1,199,910	4.0
	=====	=====	=====
Operating Income (net of depreciation and amortization):			
Newspaper publishing	\$247,675	\$225,919	9.6
Television	65,717	65,967	(0.4)
Cable and Security	15,325	13,916	10.1
Corporate	(16,800)	(17,559)	4.3
	-----	-----	-----
Total	\$311,917	\$288,243	8.2
	=====	=====	=====
Depreciation and Amortization:			
Newspaper publishing	\$47,697	\$46,157	3.3
Television	15,708	14,955	5.0
Cable and Security	13,279	16,154	(17.8)
Corporate	2,224	2,215	0.4
	-----	-----	-----
Total	\$78,908	\$79,481	(0.7)
	=====	=====	=====
Operating Cash Flow:			
Newspaper publishing	\$295,372	\$272,076	8.6
Television	81,425	80,922	0.6
Cable and Security	28,604	30,070	(4.9)
Corporate	(14,576)	(15,344)	5.0
	-----	-----	-----
Total	\$390,825	\$367,724	6.3
	=====	=====	=====

NOTES:

Operating Cash Flow represents operating income for each of the Company's business segments plus related depreciation and amortization expense.

In the first quarter of 1998, the Company sold its Alarm Security Business, which had been reported in the Cable and Security business segment. On a pro forma basis for the first quarter, giving effect to the sale of the Alarm Security Business, cable operations reported gains in revenues of 12%, operating income of 15% and operating cash flow of 8%.

In late April 1998, the Company purchased a television station in Columbia, South Carolina. On a pro forma basis for the first quarter, giving effect to this purchase, television operations reported a 1% decline in revenues, operating income and operating cash flow.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

March 28, 1999

1. Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with the instructions for Form 10-Q and, therefore, do not include all information and footnotes which are normally included in Form 10-K and annual report to shareholders. The financial statements covering the 13-week period ended March 28, 1999, and the comparative period of 1998, reflect all adjustments which, in the opinion of the company, are necessary for a fair statement of results for the interim periods.

2. Accounting Standards

In June 1998, SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" was issued. This standard is effective for fiscal periods beginning after June 15, 1999. The adoption of this standard is not expected to have a material effect on the company's results of operations or financial position.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The company is not subject to market risk associated with derivative financial instruments or derivative commodity instruments, as the company is not a party to any such instruments. The company believes that its market risk from other financial instruments, such as accounts receivable, accounts payable and debt, is not material.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

- (a) Exhibits.
See Exhibit Index for list of exhibits filed with this report.
- (b) Reports on Form 8-K.
None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GANNETT CO., INC.

Dated: May 7, 1999

/s/George R. Gavagan

George R. Gavagan
Vice President and Controller

Dated: May 7, 1999

/s/Thomas L. Chapple

Thomas L. Chapple
Senior Vice President, General
Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Exhibit	Location
3-1	Second Restated Certificate of Incorporation of Gannett Co., Inc.	Incorporated by reference to Exhibit 3-1 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 26, 1993 ("1993 Form 10-K"). Amendment incorporated by reference to Exhibit 3-1 to the 1993 Form 10-K.
3-2	By-laws of Gannett Co., Inc. (reflects all amendments through September 24, 1997)	Incorporated by reference to Exhibit 3-1 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended September 28, 1997.
4-1	\$1,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-1 to the 1993 Form 10-K.
4-2	Amendment Number One to \$1,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-2 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended June 26, 1994.
4-3	Amendment Number Two to \$1,500,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-3 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 1995.
4-4	Amendment Number Three to \$3,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-4 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended September 29, 1996.
4-5	Indenture dated as of March 1, 1983 between Gannett Co., Inc. and Citibank, N.A., as Trustee.	Incorporated by reference to Exhibit 4-2 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 29, 1985.
4-6	First Supplemental Indenture dated as of November 5, 1986 among Gannett Co., Inc., Citibank, N.A., as Trustee, and Sovran Bank, N.A., as Successor Trustee.	Incorporated by reference to Exhibit 4 to Gannett Co., Inc.'s Form 8-K filed on November 9, 1986.
4-7	Second Supplemental Indenture dated as of June 1, 1995, among Gannett Co., Inc., NationsBank, N.A., as Trustee, and Crestar Bank, as Trustee.	Incorporated by reference to Exhibit 4 to Gannett Co., Inc.'s Form 8-K filed on June 15, 1995.
4-8	Rights Plan.	Incorporated by reference to Exhibit 1 to Gannett Co., Inc.'s Form 8-K filed on May 23, 1990.
4-9	Amendment Number Four to \$3,000,000,000 Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-9 to Gannett Co., Inc.'s Form 10-Q filed on August 12, 1998.
10-1	Employment Agreement dated December 7, 1992 between Gannett Co., Inc. and John J. Curley.*	Incorporated by reference to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 27, 1992 ("1992 Form 10-K").
10-2	Employment Agreement dated December 7, 1992 between Gannett Co., Inc. and Douglas H. McCorkindale.*	Incorporated by reference to the 1992 Form 10-K.
10-3	Gannett Co., Inc. 1978	Incorporated by reference to Exhibit

Executive Long-Term Incentive Plan*

10-3 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 28, 1980. Amendment No. 1 incorporated by reference to Exhibit 20-1 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 27, 1981. Amendment No. 2 incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 25, 1983. Amendments Nos. 3 and 4 incorporated by reference to Exhibit 4-6 to Gannett Co., Inc.'s Form S-8 Registration Statement No. 33-28413 filed on May 1, 1989. Amendments Nos. 5 and 6 incorporated by reference to Exhibit 10-8 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 1989. Amendment No. 7 incorporated by reference to Gannett Co., Inc.'s Form S-8 Registration Statement No. 333-04459 filed on May 24, 1996. Amendment No. 8 incorporated by reference to Exhibit 10-3 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 28, 1997. Amendment dated December 9, 1997, incorporated by reference to Gannett Co., Inc.'s 1997 Form 10-K.

- | | | |
|------|--|--|
| 10-4 | Description of supplemental insurance benefits.* | Incorporated by reference to Exhibit 10-4 to the 1993 Form 10-K. |
| 10-5 | Gannett Co., Inc. Supplemental Retirement Plan, as amended.* | Incorporated by reference to Exhibit 10-8 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 27, 1986 ("1986 Form 10-K"). |
| 10-6 | Gannett Co., Inc. Retirement Plan for Directors.* | Incorporated by reference to Exhibit 10-10 to the 1986 Form 10-K. 1991 Amendment incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 29, 1991. Amendment to Gannett Co., Inc. Retirement Plan for Directors dated October 31, 1996, incorporated by reference to Exhibit 10-6 to the 1996 Form 10K. |
| 10-7 | Amended and Restated Gannett Co., Inc. 1987 Deferred Compensation Plan.* | Incorporated by reference to Exhibit 10-1 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended September 29, 1996. Amendment No. 5 incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 28, 1997. |
| 10-8 | Gannett Co., Inc. Transitional Compensation Plan.* | Incorporated by reference to Exhibit 10-13 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 30, 1990. |
| 11 | Statement re computation of earnings per share. | Attached. |
| 27 | Financial Data Schedules. | Attached. |

The Company agrees to furnish to the Commission, upon request, a copy of each agreement with respect to long-term debt not filed herewith in reliance upon the exemption from filing applicable to any series of debt which does not exceed 10% of the total consolidated assets of the Company.

* Asterisks identify management contracts and compensatory plans or arrangements.

CALCULATION OF EARNINGS PER SHARE
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars (except per share amounts)

	Thirteen weeks ended	
	March 28, 1999	March 29 1998*
Basic earnings:		
Net income	\$178,893	\$342,850
Weighted average number of common shares outstanding	279,314	284,215
Basic earnings per share	\$0.64	\$1.21
Diluted earnings:		
Net income	\$178,893	\$342,850
Weighted average number of common shares outstanding	279,314	284,215
Dilutive effect of out- standing stock options and stock incentive rights	2,363	2,659
Weighted average number of shares outstanding, as adjusted	281,677	286,874
Diluted earnings per share	\$0.64	\$1.20

* 1998 results include a net non-operating gain principally from the disposition of several businesses including Radio and Alarm Security. See Management's Discussion and Analysis of Operations for earnings summary excluding net non-operating gain.

This schedule contains summary financial information extracted from the consolidated balance sheets and statements of income for Gannett Co., Inc. and is qualified in its entirety by reference to such financial statements.

1,000

3-MOS	
	DEC-26-1999
	DEC-28-1998
	MAR-28-1999
	37,224
	12
	627,441
	18,003
	87,603
	806,205
	3,705,766
	1,652,178
	6,847,262
765,317	
	0
	324,421
0	
	0
	3,786,986
6,847,262	
	1,248,065
	1,248,065
	661,354
	936,148
	(2,368)
	0
	16,592
	297,693
	118,800
178,893	
	0
	0
	0
	178,893
	0.64
	0.64