

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported):

December 30, 2004

**GANNETT CO., INC.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or  
Organization of Registrant)

**7950 Jones Branch Drive, McLean,  
Virginia**  
(Address of principal executive offices)

**1-6961**  
(Commission File Number)

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

**22107-0910**

(Zip Code)

**(703) 854-6000**  
(Registrant's telephone number, including  
area code)

**Not Applicable**  
(Former name or former address, if  
changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 23, 2004, the company amended the terms of certain stock option award agreements by accelerating the vesting of certain of the options to December 23, 2004. The stock option agreements amended had been awarded under the company's Omnibus Incentive Compensation Plan. The table below presents information concerning the affected option awards and option holders. The company's stock price closed at \$80.69 on December 23, 2004.

|  | Date of option<br>award<br>agreement | Option<br>price | Total number<br>of options<br>awarded | Less - Options<br>which vested<br>Dec. 12, 2004 (1) | Remaining options<br>for which vesting<br>was accelerated to<br>Dec. 23, 2004 (1) |
|--|--------------------------------------|-----------------|---------------------------------------|---|---|
| <b>Chief Executive and the four<br/>other most highly compensated<br/>executive officers (for 2003):</b> |                                      |                 |                                       |   |   |
| McCorkindale, Douglas H.   | Dec. 12, 2003                        | \$87.33         | 400,000                               | 100,000   | 300,000   |
| Chapple, Thomas L.   | Dec. 12, 2003                        | \$87.33         | 60,000                                | 15,000  | 45,000  |
| Dubow, Craig A.  | Dec. 12, 2003                        | \$87.33         | 77,000                                | 19,250  | 57,750  |
| Davidson, Paul   | Dec. 12, 2003                        | \$87.33         | 64,000                                | 16,000  | 48,000  |
| Watson, Gary L.  | Dec. 12, 2003                        | \$87.33         | 106,000                               | 26,500  | 79,500  |
|  |                                      |                 | <u>707,000</u>                        | <u>176,750</u>                                      | <u>530,250</u>  |
| <b>All other executive officers as a<br/>group</b>   |                                      |                 |                                       |   |   |
|  | Dec. 12, 2003                        | \$87.33         | 196,000                               | 49,000  | 147,000   |
| <b>All other employees</b>   |                                      |                 |                                       |   |   |
|  | Dec. 12, 2003                        | \$87.33         | 4,163,625                             | 1,040,906   | 3,122,719   |
|  | Feb. 23, 2004                        | \$86.80         | 24,000                                | 6,000   | 18,000  |
|  | March 1, 2004                        | \$86.59         | 36,363                                | 9,091   | 27,272  |
|  | May 3, 2004                          | \$86.15         | 28,700                                | 7,175   | 21,525  |
|  | May 4, 2004                          | \$86.60         | 26,560                                | 6,640   | 19,920  |
| <b>Grand total - all employees</b>   |                                      |                 | <u>5,182,248</u>                      | <u>1,295,562</u>                                    | <u>3,886,686</u>  |

(1) Under the terms of the original option agreements, the options were scheduled to vest as follows:

|     |                   |
|-----|-------------------|
| 25% | December 12, 2004 |
| 25% | December 12, 2005 |
| 25% | December 12, 2006 |
| 25% | December 12, 2007 |

Therefore, 25% of the options covered by the above award agreements vested according to the original terms of the agreements, while vesting for the remaining 75% of option awards was accelerated to December 23, 2004.

## SIGNATURE

Pursuant to 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.

Date: December 30, 2004

By: /s/George R. Gavagan  
George R. Gavagan  
Vice President and Controller