

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

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 Identifion No.)

1100 Wilson Boulevard
Arlington, Virginia 22234
(Address of Principal Executive Offices)

Gannett Co., Inc. 1978 Executive Long-Term Incentive Plan
(Full Title of the Plan)

Thomas L. Chapple, Esq.
Senior Vice President, General Counsel and Secretary
Gannett Co., Inc.
1100 Wilson Boulevard
Arlington, Virginia 22234
703/284-6000
(Name, Address and Telephone Number of Agent for Service)

Copy to:
John C. Partigan, Esq.
Nixon Peabody LLP
401 9th Street, N.W., Suite 900
Washington, D.C. 20004

EXPLANATORY STATEMENT

On May 24, 1996, a total of 24,000,000 shares of common stock of Gannett Co., Inc. (the "Company") were registered by Registration Statement on Form S-8, File No. 333-04459, as adjusted pursuant to Rule 416(b) to reflect the Company's two-for-one stock split effective on October 6, 1997, to be issued in connection with the Company's 1978 Executive Long-Term Incentive Plan (the "1978 Plan"). On May 8, 2001, the stockholders of the Company approved the Company's 2001 Omnibus Incentive Compensation Plan (the "2001 Plan"), which replaces the 1978 Plan. In excess of 12,000,000 shares of common stock of the Company which were registered in connection with the 1978 Plan have not been issued under the 1978 Plan and are not covered by outstanding stock options or other awards granted under the 1978 Plan. Pursuant to Instruction E to Form S-8 and the telephonic interpretation of the Securities and Exchange Commission set forth at Q.89 in the Securities Act Forms section of the Division of Corporation Finance's Manual of Publicly-Available Telephone Interpretations (January 1997), 11,990,000 of such shares are carried forward to, and deemed covered by, the new Registration Statement on Form S-8 in connection with the 2001 Plan.

PART II

Item 3. Incorporation of Documents by Reference.

The Registration Statement on Form S-8, File No. 333-04459, is incorporated by reference herein.

SIGNATURES

The REGISTRANT. Pursuant to the requirements of the Securities Act of

1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Post Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Arlington, State of Virginia on May 8, 2001.

GANNETT CO., INC.

By: /s/Thomas L. Chapple

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
/s/Douglas H. McCorkindale ----- Douglas H. McCorkindale	Chairman, President, Chief Executive Officer, Director	May 8, 2001
/s/Larry F. Miller ----- Larry F. Miller	Executive Vice President and Chief Financial Officer	May 8, 2001
/s/H. Jesse Arnelle ----- H. Jesse Arnelle	Director	May 8, 2001
/s/Meredith A. Brokaw ----- Meredith A. Brokaw	Director	May 8, 2001
/s/James A. Johnson ----- James A. Johnson	Director	May 8, 2001
/s/Stephen P. Munn ----- Stephen P. Munn	Director	May 8, 2001
/s/Stephen P. Munn ----- Samuel J. Palmisano	Director	May 8, 2001
/s/Karen Hastie Williams ----- Karen Hastie Williams	Director	May 8, 2001