

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):

February 16, 2005

**GANNETT CO., INC.**

(Exact name of registrant as specified in charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization of Registrant)	<b>1-6961</b> (Commission File Number)	<b>16-0442930</b> (I.R.S. Employer Identification No.)
<b>7950 Jones Branch Drive, McLean, Virginia</b> (Address of principal executive offices)	<b>(703) 854-6000</b> (Registrant's telephone number, including area code)	<b>22107-0910</b> (Zip Code)
	<b>Not Applicable</b> (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))
-

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On February 16, 2005, director Meredith A. Brokaw informed the company's board of directors and senior management that she has decided not to stand for re-election to a new three-year term of board service but instead will retire at the end of her current term expiring at the company's 2005 annual shareholders' meeting. Mrs. Brokaw served as a Gannett director for more than 21 years and we are grateful for her long-time dedication to Gannett and its shareholders.

---

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 hereunto duly authorized.

Gannett Co., Inc.

Date: February 23, 2005

By: /s/ Todd A. Mayman  
Todd A. Mayman  
Vice President, Associate General Counsel and  
Secretary