
**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 23, 2011

GANNETT CO., INC.

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-6961
(Commission
File Number)

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

7950 Jones Branch Drive
McLean, Virginia
(Address of Principal Executive Offices)

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 23, 2011, Gannett Co., Inc. (the "Company") announced that directors Donna E. Shalala and Karen Hastie Williams each plan to retire from the Company's Board of Directors at the end of their current terms and will not stand for re-election at the Company's 2011 Annual Meeting. The Company also announced that its Board of Directors has elected John E. Cody to serve as a director, effective immediately.

A press release announcing the departures of Ms. Shalala and Ms. Williams and the election of Mr. Cody to the Gannett Board of Directors is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibit 99.1

Press Release issued February 23, 2011.

Signature

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 thereunder duly authorized.

GANNETT CO., INC.

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

Date: February 23, 2011

Exhibit Index

Exhibit No.	Description
99.1	Press release announcing the departures of Ms. Shalala and Ms. Williams and the election of Mr. Cody to the Company's Board.

Wednesday, February 23, 2011

**Gannett Announces Two Board Retirements
Gannett Board Elects New Director**

McLEAN, VA – Gannett Co., Inc. (NYSE: GCI) announced today that Donna E. Shalala and Karen Hastie Williams plan to retire from the company's Board of Directors this year. The company also announced that John E. Cody, former Executive Vice President and Chief Operating Officer of Broadcast Music, Inc., has been elected to the Board, effective immediately.

Ms. Shalala has reached retirement age for directors. Ms. Williams intends to devote more time to her personal and other professional interests. Both will serve as directors through the 2011 Annual Meeting but will not stand for re-election to the Board.

"Donna Shalala and Karen Williams have served our Board with distinction. We are grateful for their long-time dedication to Gannett and its shareholders," said Craig A. Dubow, Gannett Chairman and Chief Executive Officer. "At the same time, we are pleased to welcome John Cody to our Board. John is well respected in the music broadcast industry, so we are delighted he chose to join Gannett's Board after his successful career at BMI."

Ms. Shalala, 70, joined the Gannett Board in 2001. She has served as President of the University of Miami since 2001. She was Secretary of the United States Department of Health and Human Services from 1993 to 2001.

Ms. Williams, 66, joined the Gannett Board in 1997. She is a retired partner in the Washington, D.C. law firm of Crowell and Moring LLP. She has served as the Presiding Director since 2004 and as chair of the Audit Committee since 1999.

Mr. Cody, 64, served as Executive Vice President and Chief Operating Officer of Broadcast Music, Inc. from November 2006 to November 2010. Previously, he served as BMI's Senior Vice President and Chief Financial Officer from 1999 to 2006. Before joining BMI, he served as Vice President/Controller of the Hearst Book Group and Vice President/Finance and Chief Financial Officer for the U.S. headquarters of LM Ericsson. Mr. Cody has broad business, music broadcast and publishing industry experience and financial expertise from the various senior management roles he held with BMI, Hearst and Ericsson. He is also Chairman of the Tennessee Performing Arts Center.

In addition, the company announced that Duncan M. McFarland would become Presiding Director and Marjorie Magner would become Chair of the Audit Committee and a member of the Executive Committee, effective immediately.

Gannett Co., Inc. (NYSE: GCI) is an international news and information company operating on multiple platforms including the Internet, mobile, newspapers, magazines and TV stations. Gannett is an Internet leader with hundreds of newspaper and TV web sites; CareerBuilder.com, the nation's top employment site; USATODAY.com; and more than 80 local MomsLikeMe.com sites. Gannett publishes 82 daily U.S. newspapers, including USA TODAY, the nation's largest-selling daily newspaper, and more than 600 magazines and other non-dailies including USA WEEKEND. Gannett also operates 23 television stations in 19 U.S. markets. Gannett subsidiary Newsquest is one of the UK's leading regional community news providers, with 17 daily paid-for titles, more than 200 weekly newspapers, magazines and trade publications, and a network of web sites.

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