

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DAVIDSON PAUL</u> (Last) (First) (Middle) <u>GANNETT CO., INC.</u> <u>7950 JONES BRANCH DRIVE</u> (Street) <u>MCLEAN VA 22107</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GANNETT CO INC /DE/ [GCI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Exec/Newsquest Media Grp</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/03/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/03/2003		M		3,083	A	\$71.5625	7,525	D	
Common Stock	12/03/2003		M		10,500	A	\$70.21	18,025	D	
Common Stock	12/03/2003		S		400	D	\$88.44	17,625	D	
Common Stock	12/03/2003		S		300	D	\$88.5	17,325	D	
Common Stock	12/03/2003		S		5,600	D	\$88.4	11,725	D	
Common Stock	12/03/2003		S		400	D	\$88.45	11,325	D	
Common Stock	12/03/2003		S		1,100	D	\$88.41	10,225	D	
Common Stock	12/03/2003		S		1,664	D	\$88.47	8,561	D	
Common Stock	12/03/2003		S		100	D	\$88.46	8,461	D	
Common Stock	12/03/2003		S		2,000	D	\$88.48	6,461	D	
Common Stock	12/03/2003		S		400	D	\$88.49	6,061	D	
Common Stock	12/04/2003		M		10,000	A	\$69.35	16,061	D	
Common Stock	12/04/2003		S		200	D	\$88.37	15,861	D	
Common Stock	12/04/2003		S		100	D	\$88.28	15,761	D	
Common Stock	12/04/2003		S		1,300	D	\$88.32	14,461	D	
Common Stock	12/04/2003		S		100	D	\$88.34	14,361	D	
Common Stock	12/04/2003		S		200	D	\$88.23	14,161	D	
Common Stock	12/04/2003		S		200	D	\$88.22	13,961	D	
Common Stock	12/04/2003		S		1,200	D	\$88.21	12,761	D	
Common Stock	12/04/2003		S		5,013	D	\$88.33	7,748	D	
Common Stock	12/04/2003		S		100	D	\$88.31	7,648	D	
Common Stock	12/04/2003		S		300	D	\$88.27	7,348	D	
Common Stock	12/05/2003		M		3,375	A	\$54.31	10,723	D	
Common Stock	12/05/2003		S		415	D	\$86.79	10,308	D	
Common Stock	12/05/2003		S		2,200	D	\$86.74	8,108	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

--

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Code V		5. Number (A) (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Employee Stock Option (right to buy)	\$71.5625	12/03/2003		M			3,083	11/30/2000 ⁽¹⁾	11/30/2009	Common Stock	3,083	\$0	670	D	
Employee Stock Option (right to buy)	\$70.21	12/03/2003		M			10,500	12/03/2003 ⁽²⁾	12/03/2012	Common Stock	10,500	\$0	31,500	D	
Employee Stock Option (right to buy)	\$69.35	12/04/2003		M			10,000	12/04/2002 ⁽³⁾	12/02/2011	Common Stock	10,000	\$0	20,000	D	
Employee Stock Option (right to buy)	\$54.31	12/05/2003		M			3,375	12/05/2001 ⁽⁴⁾	12/05/2010	Common Stock	3,375	\$0	3,375	D	

Explanation of Responses:

- The initial option for 13,000 shares vested in four equal annual installments beginning on November 30, 2000.
- The initial option for 42,000 shares vests in four equal annual installments beginning on December 3, 2003.
- The initial option for 40,000 shares vests in four equal annual installments beginning on December 4, 2002.
- The initial option for 13,500 shares vests in four equal annual installments beginning on December 5, 2001.

Remarks:

Thomas L. Chapple, Attorney-in-Fact 12/05/2003

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.