

As filed with the Securities and Exchange Commission on July 24, 2000

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO-T/A
TENDER OFFER STATEMENT
UNDER
SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 4)*

CENTRAL NEWSPAPERS, INC.
(Name of Subject Company (Issuer))

PACIFIC AND SOUTHERN INDIANA CORP.
GANNETT CO., INC.
(Names of Filing Persons (Offerors))

CLASS A COMMON STOCK, NO PAR VALUE;
CLASS B COMMON STOCK, NO PAR VALUE
(Title of Class of Securities)

154647101;
154647200
(CUSIP NUMBERS OF CLASS OF SECURITIES)

THOMAS L. CHAPPLE, ESQ.
GANNETT CO., INC.
1100 WILSON BOULEVARD
ARLINGTON, VIRGINIA 22234
(703) 284-6961

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf Of Filing Persons)

Copy to:
RICHARD F. LANGAN, JR., ESQ.
JOHN C. PARTIGAN, ESQ.
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401 NINTH STREET, N.W.
WASHINGTON, DC 20004
(202) 585-8000

CALCULATION OF FILING FEE

TRANSACTION VALUATION

AMOUNT OF FILING FEE

\$2,649,136,448

\$529,827.29*

[X] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$529,827.29
Form or Registration No.: Schedule T0; File No. 5-40711

Filing Party: Gannett Co., Inc.
Date Filed: July 3, 2000

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes to designate any transactions to which the statement relates:

- [X] third-party tender offer subject to Rule 14d-1.
- [] issuer tender offer subject to Rule 13e-4.
- [] going-private transaction subject to Rule 13e-3.
- [] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: []

This Amendment No. 4 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule T0 filed by Pacific and Southern Indiana Corp., an Indiana corporation ("Purchaser"), and Gannett Co., Inc., a Delaware corporation ("Parent" or "Gannett"), as amended by Amendment No. 1 to the Schedule T0 filed by Purchaser and Parent on July 14, 2000, Amendment No. 2 to the Schedule T0 filed by Purchaser and Parent on July 17, 2000 and Amendment No. 3 to the Schedule T0 filed by Purchaser and Parent on July 21, 2000 (collectively, the "Schedule T0") relating to the offer to purchase for cash any and all outstanding shares of Class A Common Stock and Class B Common Stock (collectively, "Company Stock") of Central Newspapers, Inc., an Indiana corporation (the "Company") upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 3, 2000 (the "Offer to Purchase") and in the related Letter of Transmittal filed as Exhibit (a)(2) thereto (which, together with the Offer to Purchase, as supplemented or amended from time to time, constitute the "Offer"). Capitalized terms used but not defined herein have the meanings assigned to such terms in the Schedule T0, including the Offer to Purchase.

ITEMS 1 -10.

N/A

ITEM 11. ADDITIONAL INFORMATION.

The paragraph entitled "Antitrust" under the caption "Item 15. Certain Legal Matters and Regulatory Approvals" in the Offer to Purchase is hereby amended to add the following at the end thereof:

"On July 24, 2000, Parent and the Company issued a joint press release (a copy of which has been filed as an exhibit to the Schedule T0) announcing the waiting period under the HSR Act had expired. Early termination or expiration of the waiting period under the HSR Act was a condition to the Offer, and such condition has now been satisfied."

ITEM 12. EXHIBITS.

(a)(9) Press release issued by Gannett Co. Inc., dated July 24, 2000.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PACIFIC AND SOUTHERN INDIANA CORP.

By: /s/ Thomas L. Chapple

Name: Thomas L. Chapple
Title: Vice President

GANNETT CO., INC.

By: /s/ Thomas L. Chapple

Name: Thomas L. Chapple
Title: Senior Vice President

Dated: July 24, 2000

EXHIBIT INDEX

(a)(9) Press release issued by Gannett Co. Inc., dated July 24, 2000.

FOR IMMEDIATE RELEASE

Monday, July 24, 2000

ARLINGTON, VA/PHOENIX, AZ - Gannett Co., Inc. and Central Newspapers, Inc. announced today the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act applicable to Gannett's pending acquisition of Central Newspapers.

As previously announced, Gannett and Central Newspapers have entered into a merger agreement pursuant to which a wholly owned subsidiary of Gannett commenced on July 3, 2000, an all-cash tender offer for all of Central's outstanding Class A and Class B common stock at prices of \$64.00 and \$6.40 per share, respectively. The tender offer and withdrawal rights are scheduled to expire at 12:00 midnight, New York City time, on Monday, July 31, 2000 unless extended.

Gannett Co., Inc. is an international news and information company that publishes 93 daily newspapers in the USA, including USA TODAY, the nation's largest-selling daily newspaper. The company also owns in excess of 200 non-daily publications and USA WEEKEND, a weekly newspaper magazine. In the United Kingdom, Gannett subsidiary Newsquest plc publishes nearly 300 titles, including 15 daily newspapers. Gannett also operates 22 television stations in the United States and is an Internet leader with sites sponsored by most of its TV stations and newspapers including USATODAY.com, one of the most popular news sites on the Web.

Central Newspapers is a media and information company. Through its flagship newspapers The Arizona Republic and The Indianapolis Star, Central publishes the only major dailies in the greater Phoenix metropolitan area and central Indiana, and also operates those markets' leading local Internet portals, azcentral.com in Arizona and indy.com in Indianapolis. Central also owns and operates several smaller newspapers as well as other related media and information businesses.

The parties are required to file documentation with the Securities and Exchange Commission concerning this transaction. WE URGE INVESTORS TO READ THE SCHEDULE TO, THE SCHEDULE 14D-9 AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC, WHEN THEY BECOME AVAILABLE, BECAUSE THEY CONTAIN IMPORTANT INFORMATION. You may obtain a free copy of the documents filed by Gannett or Central with the Commission at the Commission's web site at www.sec.gov. In addition, documents filed with the SEC by Gannett or Central are available free of charge by directing a request to the Secretary of Gannett at 1100 Wilson Boulevard, Arlington, VA 22234 and the Secretary of Central at 200 E. Van Buren Street, Phoenix, AZ 85004, respectively.

Central, its directors, executive officers and certain other members of Central management and employees in the future may be soliciting proxies from Central shareholders in favor of the merger transaction and may have an interest either directly or indirectly by virtue of their security holdings or otherwise. In such case, information concerning the participants will be set forth in a Proxy Statement that will be filed with the SEC. Information regarding such officers and directors is included in Central's Definitive Proxy Statement for its 2000 Annual Meeting of Stockholders filed with the Commission on April 4, 2000 and the Schedule 14D-9 filed with the Commission on July 3, 2000. This document is available free of charge at the Commission's web site at <http://www.sec.gov> and from Central at the address set forth above.

Gannett Contacts:

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Tara Connell, Office of Public Affairs		Affairs and Government Relations
703/284-6038 or 6049		703/284-6046
tconnell@GCI1.gannett.com		

Central Contacts:

Central Newspapers, Inc.	OR	Brainerd Communicators
Tom MacGillivray, Sr. Vice President		Jeff Majtyka
& CFO		212/986-6667
602/444-1100		Majtyka@braincomm.com

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Press Release for Central Newspapers/HSR