FORM 4

to Section 16. Form 4 or Form 5

obligations may continue. See

Instruction 1(b).

Check this box if no longer subject

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By Romeo and Dye's Section 16 Filer www.section16.net

								_					
1. Name and Address of Reporti	ing 2	2. Issuer Na	me	and Ticker or	Trading	Symbol		6. Relationship of Reporting Person(s)					
Person*		Gannett Co., Inc. ("GCI")						to Issuer (Check all applicable)					
								_ Director	10% (Owner			
Feller Millicent A.								X Officer (give title below) _ Other (s	specify below)			
(Last) (First) (Middl	le) 3	3. I.R.S. Ide	ntif	ication	4. Staten	nent for							
	ĺ	Number			Month/L	Dav/Year		Senior Vice President/Public Affairs and Government					
Gannett Co., Inc.		of Reporting	. Pe		l	2, 2002		Relations					
7950 Jones Branch Drive		f an entity (,	,		,							
(Street)		,			5. If Am	endment,		7. Individual or Joint/Group Filing (Check Applicable Line)					
` ′					Date of	Original		X Form filed by One Reporting Person					
McLean, VA 22107					1	Day/Year)		Form filed by More than One Reporting Person					
,					October 9, 2002 / December 26,				r	0			
				2002			'						
(City) (State) (Zip))	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security 2. Trans- 2.	A. Deeme	d 3. Trans-		4. Securities A	Acquired	(A) or Dis	sposed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect			
1 '1 1	xecution	action Co		(Instr. 3, 4 &	-	` /	1 ()	Securities	ship Form:	Beneficial Ownership			
	ate.	(Instr. 8)						Beneficially	Direct (D)	(Instr. 4)			
(Month/ Day/ if	anv	Code	V	Amoui	nt	(A)	Price	Owned Follow-	or Indirect (I)	,			
I Voor) I	/Ionth/Day/	Code		7 1111001		or		ing Reported Transactions(s)	(Instr. 4)				
Ϋ́e	ear)					(D)		(Instr. 3 & 4)	[
						(')		<u>r </u>					

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

					· •								
2. Conver-	3.	3A.	4.	5. Number of Deriv	6. Date		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature	
sion or	Trans-	Deemed	Trans-	Securities Acquired	Exercisable		of Underlying		Derivative	Derivative	Owner-	of Indirect	
Exercise	action	Execution	action	Disposed of (D)	and Expiration S		Securities		Security	Securities	ship	Beneficial	
Price of	Date	Date,	Code		Date		(Instr. 3 & 4)		(Instr. 5)	Beneficially	Form	Ownership	
Derivative		if any		(Instr. 3, 4 & 5)	(Month/Day/					Owned	of	(Instr. 4)	
Security (Month/			(Instr.		Year)					Following	Deriv-		
	Year)	Year)	8)							Reported	ative		
	'	- /									Transaction(s)	Security:	
			Code	(A)	(D)	Date	Expira-	Title	Amount	1	(Instr. 4)	Direct	
					` ′	Exer-	tion	l .	l .			(D)	
						cisable	Date		Number			or	
									of			Indirect	
									Shares			(I)	
												(Instr. 4)	
1-for-1	10/2/02		A	22.375		<u>(1)</u>	<u>(1)</u>	Common	22.375	\$74.31	6.950.322(2)	D	
								Stock			5,523,522		
	sion or Exercise Price of Derivative Security	sion or Trans- Exercise action Price of Date Derivative Security (Month/ Day/ Year)	2. Conver- 3. 3A. sion or Trans- Deemed Exercise action Execution Price of Date Date, Derivative Security (Month/ Day/ Day/	sion or Exercise action Execution action Price of Derivative Security (Month/ Day/ Year) (Month/ Sear) Trans- Execution action Date, Code if any (Month/ Day/ Year) (Instr. 8) Code V	2. Conversion or Trans- Deemed Trans- Exercise action Date Derivative Security Security 3. 3A. 4. 5. Number of Deriv Securities Acquired Disposed of (D) Code if any (Month/ Day/ Year) (Month/ Day/ Year) Code V (A)	2. Conversion or Trans- sion or Trans- Exercise Price of Detervative Security (Month/ Day/ Year) (Month/ Code V (A) (D) Securitive Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) Code V (A) (D)	2. Conversion or Transport Exercise action Price of Derivative Security (Month/Day/Year) Security (Month/Day/Year) Security (Month/Day/Year) Security (A) (B) (Code V (A) (D) (D) (Code Exercise) Code V (A) (D) (D) (D) (Code Exercise) Code V (A) (D) (D) (Code Exercise) Code V (A) (D) (D) (Code Exercise) Securities Acquired (A) or Exercise and Expression (Month/Day/Year) Code V (A) (D) (D) (Code Exercise)	2. Conversion or Trans- Deemed Trans- Action Date Derivative Security Security 3. 3A. 4. 5. Number of Derivative Securities Acquired (A) or Date If any (Month/Day/Year) Code If any (Instr. 8) Code V (A) (D) Date Expiration Date (Month/Day/Year) Code V (A) (D) Date Expiration Date (Month/Day/Year) Code V (A) (D) Date Expiration Date Expiration Date Expiration Date Expiration Date Date (Month/Day/Year)	2. Conversion or Transport Exercise Action Price of Derivative Security 1-for-1 10/2/02 3. 3A. 4. 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Securities Acquired (A) or Exercisable and Expiration Disposed of (D) Code (Instr. 3, 4 & 5) (Instr. 3, 4 & 5)	2. Conversion or Transport Exercise Exercise Price of Date Derivative Security Security 1-for-1 10/2/02 3. 3A. 4. 5. Number of Derivative Exercise Acquired (A) or Disposed of (D) Securities Acquired (A) or Exercisable and Expiration Date (Instr. 3, 4 & 5) Code V (A) (Code V) (Co	2. Conversion or Transport Exercise Exercise Exercise Price of Date Defivative Security Security Security Pear) 1-for-1 10/2/02	2. Conversion or Transport Exercise Exercise Exercise Exercise Exercise Exercise Exercise Exercise Exercise Execution Price of Date Detective Security Pear) 1-for-1 10/2/02 3. 3A. 4. 5. Number of Derivative Securities Acquired (A) or Disposed of (D) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Exercisable Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) For Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Instr. 3 & 4) For Date Exercisable Date Date Expiration Date (Instr. 4) For Date Exercisable Date Date Date Date Date Date Date Dat	2. Conversion or Trans- Deemed Exercise action Date Derivative Security Security Code V (A) (Both Date Date Derivative Security Year) (Instr. 3, 4 & 5) (Instr. 4) (Instr. 4)

Explanation of Responses:

- (1) These shares of phantom stock are payable on various dates selected by the reporting person or as provided in the Issuer's Deferred Compensation Plan.
- (2) The shares of phantom stock reported in Table II, Column 9 of this Form 4 were acquired under the Issuer's Deferred Compensation Plan. Prior Forms 4 reported these shares in Table I, as Common Stock.

By: /s/ Todd A. Mayman Attorney-in-Fact **Signature of Reporting Person February 7, 2003 Date

**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.

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