FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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OMB APPROVAL

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 & Dye's Instant Form 4 Filer www.section16.net

1. Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol					6. Relationship of Reporting Person(s)					
				Gannett Co., Inc. ("GCI")					to Issuer (Check all applicable)					
Miller Larry F.									Director10% Owner					
(Last) (First) (N	(liddle)	3. I.R.S	3. I.R.S. Identification Number			4. Statement for		X Officer (give title below) Other (specify below)					
			of Repo	ortii	ng Person,	Month/Da	y/Year							
Gannett Co., Inc.			if an en	itity	(voluntary)	12/03/02 Ex		Exe	xecutive Vice President/Operations and Chief Financial Officer					
7950 Jones Branch Drive				-										
(Street)							5. If Amendment, 7.		ndividual or Joint/Group Filing (Check Applicable Line)					
						Date of Original <u>X</u> I		<u>X</u> Fo	Form filed by One Reporting Person					
McLean, VA 22107							(Month/Day/Year) _ F		Form filed by More than One Reporting Person					
(City) (State) (Zip)					Table I — N	on-Derivat	ive Secu	rities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security	2. Trans-	2A. Deemed	3. Trans-		4. Securities Acquire	d (A) or Di	sposed of	(D)	5. Amount of	6. Owner-	7. Nature of Indirect			
(Instr. 3)	action	Execution	action C	ode	(Instr. 3, 4 & 5)				Securities	ship Form:	Beneficial Ownership			
	Date	Date,	(Instr. 8)	Instr. 8)					Beneficially	Direct (D)	(Instr. 4)			
	(Month/ Day/	if any	Code	V	Amount	(A)	Pric	5	Owned Follow-	or Indirect (I)				
	Year)	(Month/Day/				or			ing Reported Transactions(s)	(Instr. 4)				
		Year)				(D)			(Instr. 3 & 4)					

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).

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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. Trans-	3A.	4.	5. Number of	Derivative	6. Date		7. Title an	d Amount	8. Price of	9. Number of	10.	11. Nature
sion or	action	Deemed	Trans-	Securities Ac	juired (A) or	Exercis	able	of Underly	ying	Derivative	Derivative	Owner-	of Indirect
Exercise	Date	Execution	action	Disposed of (D)	and Ex	oiration	Securities		Security	Securities	ship	Beneficial
Price of		Date,	Code	- ·		Date		(Instr. 3 &	(4)	(Instr. 5)	Beneficially	Form	Ownership
Denviuve D	Day/ Vear)	if any	(Instr.	(Instr. 3, 4 & 5)		(Month/Day/ Year)		ľ			Owned	of	(Instr. 4)
		(Month/									Following	Deriv-	Ì Í
5	rem)		8)								Reported	ative	
		1000)	ſ.								Transaction(s)	Security:	
			CodeX	(A)	(D)	Date	Expira-	Title	Amount		(Instr. 4)	Direct	
				(11)			l. *		or		r í	(D)	
									Number			or	
												Indirect	
						1						(I)	
						1						(Instr. 4)	
\$70.21	12/03/02		A	100	,000	<u>(1)</u>	12/03/12	Common	100,000		100,000	D	
						1		Stock					
	sion or Exercise Price of Derivative Security	sion or action Exercise Date Price of Derivative (Month/ Day/ Security Year)	sion or action Deemed Exercise Date Execution Price of Date, Derivative (Month/ Day/ (Month/	sion or action Deemed Trans- Exercise Date Execution action Date, Code Derivative (Month/ Security Year) (Month/ Day/ Year) Year) 8)	sion or Exercise Date Date Date, Code Code Code Code Code Code Code Code	sion or Exercise Date Date Execution action Date, Code I Derivative (Month/ Security Year) Year) (Month/ Day/ Year) Code V (A) (D)	sion or Exercise Price of Derivative Security Action Date Date Date Date Date, Securities Date Date, Code Date, Securities Disposed of (D) Disposed of (D) Disposed of (D) Disposed of (D) Disposed of (D) Date, (Instr. 3, 4 & 5) Vear) Code V (A) Code V (A) (D) Date Securities Code Nonth/ Date Nonth/ Date Securities Code Nonth/ Date Securities Code Nonth/ Date Securities Code Nonth/ Date Securities Code Nonth/ Date Securities Code Nonth/ Date Securities Code Nonth/ Date Securities Code Nonth/ Date Securities Code Nonth/ Date Securities Code Nonth/ Date Securities Code Nonth/ Date Securities Code Nonth/ Disposed Securities Code Nonth/ Disposed Securities Code Nonth/ Disposed Securities Code Nonth/ Disposed Securities Code Nonth/ Disposed Securities Code Nonth/ Disposed Securities Code Nonth/ Disposed Securities Code Nonth/ Disposed Securities Code Nonth/ Disposed Securities Code Nonth/ Disposed Securities Code Nonth/ Disposed Securities Code Nonth/ Disposed Securities	 sion or action Date Price of Date Date Execution action Date, and Execution action Date, if any Gay/Year) Security Security Security Securities Acquired (A) or Exercise and Expiration Date, if any Gay/Year) Security Security Securities Acquired (A) or Exercise and Expiration Date, if any Gay/Year) Security Security Security Securities Acquired (A) or Date Toto Date, if any Gay/Year) Security Security Security Securities Acquired (A) or Date Toto Date Securities Acquired (A) or Date Toto Date Security Security Securities Acquired (A) or Date Toto Date Securities Acquired (A) or Carbonal Action Date Securities Action Date Securities Action Date Securities Action Action Date Securities Action Action Date Securities Action Action Date Securities Action Act	sion or action Date Date Trans- Exercise Date Date Code If any Cod	 sion or action Date Date Face cution action Date, action action Date, action Date,	 sion or action Date Price of Date, Month/ Date, if any if any	sion or action Deemed Trans- Exercise Securities Acquired (A) or Exercisable and Expiration of Underlying Securities Derivative Derivative Price of Date Code Date, if any Pay/ Year) Code Code Disposed of (D) Date, instr. 3, 4 & 5) Date, Price of Month/ Date, Pay/ Year) Instr. 3, 4 & 5) Owned Securities Instr. 3, 4 & 5) Instr. 4 Instr. 4 <td< td=""><td> sion or action Date Price of Date Price of Date, (Month/ Day/ Year) Month/ Pay/ Year) Month/ Day/ Year) Month/ Day Month/ D</td></td<>	 sion or action Date Price of Date Price of Date, (Month/ Day/ Year) Month/ Pay/ Year) Month/ Day/ Year) Month/ Day Month/ D

Explanation of Responses:

(1) The option vests in four equal annual installments beginning on December 3, 2003.

By: /s/ <u>Todd A. Mayman</u> Attorney-in-Fact **Signature of Reporting Person December 4, 2002 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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POWER OF ATTORNEY

EACH OF THOMAS L. CHAPPLE, BARBARA W. WALL AND TODD A. MAYMAN, SIGNING SINGLY, THE UNDERSIGNED'S TRUE AND LAWFUL ATTORNEY-IN-FACT TO:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Gannett Co., Inc. (the "Company"), Forms 3, 4, 5 and 144 in accordance with the Securities laws of the United States and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or other authority where such filing is required; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of October, 2002.

Signature

Jennifer L. Albosta

Larry F. Miller

Print Name