SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

X Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2002 or

_ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _______ to _________

Commission file number 1-6961

GANNETT CO., INC.
(Exact name of registrant as specified in its charter)

Delaware	16-0442930
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

7950 Jones Branch Drive, McLean, VA 22107
(Address of principal executive offices) (Zip Code)

(703) 854-6000
(Registrant's telephone number, including area code)

Former address: n/a
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes X No __

The number of shares outstanding of the issuer's Common Stock, Par Value $1.00, as of March 31, 2002, was 266,617,545.

PART I. FINANCIAL INFORMATION

MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATIONS

OPERATING SUMMARY

Earnings per diluted share were 91 cents for the first quarter of 2002 versus 85 cents per share on a comparable basis for the first quarter of 2001, a 7% increase, despite continued challenging operating conditions.

At the beginning of 2002, the company adopted Statement of Financial Accounting Standards (SFAS) No. 142 ("Statement"), which changed the accounting rules for goodwill and intangible assets. The previously reported diluted earnings per share of 66 cents for the first quarter of 2001 included $0.19 per share for goodwill amortization expense, net of tax, that would not have been required had the new Statement been in effect. Note 2 to the Condensed Consolidated Financial Statements provides additional information on the impact of this new Statement.

Operating revenues declined by $50.3 million or 3% for the first quarter mainly due to a decline in newspaper advertising revenues. Operating income decreased by $23.0 million or 5%, on a comparable basis for the first quarter. Newspaper publishing earnings decreased by $31.2 million or 8% for the quarter, on a comparable basis, resulting from a continued decline in advertising revenues partially offset by stringent cost controls and significantly lower newsprint expense. Television earnings, on a comparable basis, were up $8.1

million or 12% for the quarter benefiting from Winter Olympics-related advertising.

Net income increased by $18.1 million or 8%, on a comparable basis, reflecting significantly lower interest expense in the period versus the same quarter in 2001.

As noted in the pro forma newspaper revenue discussions below, all major ad categories were lower for the quarter. Domestic classified revenues, especially employment advertising, experienced the sharpest decline, although the rate of decline for many of the U.S. newspapers narrowed in the first quarter of 2002.

Television revenue comparisons for the first quarter were favorable reflecting solid Winter Olympics-related advertising on the company's NBC-affiliated stations.

NEWSPAPERS

Reported newspaper publishing revenues declined $61.9 million or 4% for the quarter. Newspaper advertising revenues decreased $51.1 million or 5% for the quarter reflecting generally soft domestic advertising demand. Refer to Note 6 of the Condensed Consolidated Financial Statements for Business Segment Information.

The tables below provide, on a pro forma basis, details of newspaper ad revenue for the first quarter of 2002 and 2001. Advertising linage and preprint distribution details are also provided below; however, linage and preprint distribution for U.K. publications are not included. This pro forma presentation is defined as operating results as if all properties owned at the end of the first quarter of 2002 were owned throughout the periods presented. The tables and related commentary also include the portion of revenue and linage data for the company's newspapers participating in joint operating agencies.

Advertising revenue, in thousands of dollars (pro forma)

First Quarter	2002	2001	% Change
Local	$ 428,499	$ 434,841	(1)
National	167,056	175,313	(5)
Classified	419,663	457,953	(8)
Total ad revenue	$ 1,015,218	$ 1,068,107	(5)

Advertising linage, in thousands of inches, and preprint distribution, in millions (pro forma)

First Quarter	2002	2001	% Change
Local	9,049	9,130	(1)
National	920	906	1
Classified	13,331	13,138	1
Total Run-of-Press linage	23,300	23,174	1
Preprint distribution	2,475	2,436	2

Pro forma newspaper advertising revenues decreased 5% for the quarter. Local ad revenues decreased 1% on a 1% decrease in volume for the quarter. National ad revenues decreased 5% for the quarter on a volume increase of 1%. Classified ad revenues decreased 8% for the quarter on a volume increase of 1%. Revenue results reflect a continuing challenging advertising environment, particularly in the employment advertising category. The company's U.K. operations also experienced softer help-wanted advertising in the first quarter of 2002; however, overall classified results for U.K. properties continue to be stronger than domestic results. USA TODAY advertising revenues declined 9% for the quarter primarily reflecting the continued diminished demand for travel-related advertising.

Reported newspaper circulation revenues decreased $2.3 million or less than 1% for the quarter. Pro forma newspaper circulation revenues also decreased less than 1% for the quarter. Pro forma net paid daily circulation for the company's local domestic newspapers was flat for the first quarter, while Sunday circulation was down 1%. USA TODAY reported an average daily paid circulation of 2,209,813 in the ABC Publisher's Statement for the 26 weeks ended March 31, 2002, a 3% decrease over the comparable period a year ago. The decline is primarily due to reduced travel in the U.S. after the events of September 11th.

Operating costs for the newspaper segment declined $30.7 million or 3% for the quarter, on a comparable basis, largely due to lower newsprint expense and tight cost controls. Reported newsprint expense decreased by 18% for the quarter as a result of significantly lower prices and a 3% decline in consumption. Newsprint prices for the remainder of 2002 are expected to be significantly lower on average than in 2001. Recent employee count reductions are also expected to benefit cost comparisons in 2002.

Excluding the positive impact of SFAS No. 142, newspaper operating income declined $31.2 million or 8% resulting from a continued decline in advertising revenues partially offset by stringent cost controls and significantly lower newsprint expense. The impact of SFAS No. 142 on the newspaper segment was to improve operating income by $47.1 million.

TELEVISION

Reported television revenues increased $11.6 million or 7% for the first quarter. Television revenues benefited from Winter Olympics-related advertising on our thirteen NBC-affiliated stations. National advertising revenues increased 9% for the quarter while local advertising revenues increased 8%. Operating costs increased $3.5 million or 4% on a comparable basis for the quarter. Excluding the positive impact of SFAS No. 142, television operating income increased by $8.1 million or 12% for the quarter. The impact of SFAS No. 142 on the television segment was to improve operating income by $10.4 million.

NON-OPERATING INCOME AND EXPENSE/PROVISION FOR INCOME TAXES

Interest expense was $28.8 million in the first quarter of 2002 versus $80.4 million in the first quarter of 2001 due to significantly lower interest rates and lower debt levels. The daily average commercial paper balance outstanding was $4.5 billion during the first quarter of 2002 and $5.4 billion during the first quarter of 2001. The weighted average interest rate on commercial paper was 1.8% for the first quarter of 2002 and 5.9% for the first quarter of 2001. In March 2002, the company issued $1.8 billion aggregate principal amount of unsecured global notes. These notes consist of $600 million aggregate principal amount of 4.95% notes due 2005, $700 million aggregate principal amount of 5.50% notes due 2007 and $500 million aggregate principal amount of 6.375% notes due 2012. The net proceeds of the offering were used to pay-down commercial paper borrowings. The company's average borrowing rates are expected to be higher for the remainder of 2002 over the first quarter average due to the fixed rate notes. However, overall interest expense for the second and third quarters of 2002 is expected to be below prior year levels because of the favorable spread in commercial paper borrowing rates and lower debt levels.

The company's effective income tax rate was 34.4% for the first quarter of 2002 versus 39.4% for the same period last year, reflecting the adoption of SFAS No. 142 and lower state taxes. On a comparable basis, the effective tax rate for the first quarter of 2001 would have been 34.8%.

NET INCOME

Net income, on a comparable basis, increased $18.1 million or 8% for the quarter, while diluted earnings per share increased to $0.91 from $0.85, a 7% increase. The earnings for the first quarter of 2001 used in these comparisons includes a positive adjustment of $0.19 per share (diluted) for goodwill amortization expense, net of tax, that would not have been required had SFAS No. 142 been in effect that year.

The weighted average number of diluted shares outstanding for the first quarter of 2002 totaled 268,546,000, compared to 266,415,000 for the first quarter of 2001. Exhibit 11 of this Form 10-Q presents the weighted average number of basic and diluted shares outstanding and the earnings per share for each period.

LIQUIDITY AND CAPITAL RESOURCES

The company's consolidated operating cash flow (defined as operating income plus depreciation and amortization of intangible assets), as reported in the accompanying Business Segment Information, totaled $457.7 million for the first quarter of 2002, compared with $480.7 million for the same period of 2001, a 5% decrease. The operating cash flow results reflect lower newspaper advertising revenues, partially offset by reduced newspaper expenses and an increase in the television segment advertising revenues and earnings. The company's consolidated after-tax cash flow (defined as after-tax income plus depreciation and amortization) increased $11.6 million or 4% reflecting the operating factors discussed above, along with significantly lower interest expense.

Capital expenditures totaled $57.8 million for the first three months of 2002, compared to $64.1 million for the first three months of 2001.

In March 2002, as discussed above, the company issued $1.8 billion aggregate principal amount of unsecured global notes in an underwritten public offering. The net proceeds of the offering were used to repay outstanding commercial paper obligations. In total, the company's long term debt decreased by $230.5 million during the first quarter of 2002, reflecting the pay-down of commercial paper borrowings from operating cash flows. Significantly lower interest rates on commercial paper borrowings contributed favorably to first quarter cash flows.

Also in March 2002, the company entered into a $2.775 billion revolving credit agreement providing for up to $1.41 billion in 364-day revolving credit loans and up to $1.365 billion in 5-year revolving credit loans. The company terminated its $3.0 billion revolving credit agreement, and its $1.53 billion revolving credit facility which was due to expire in July 2002. At March 31, 2002, the company had $4.3 billion of credit available under two revolving credit agreements.

Under a shelf registration that became effective with the Securities and Exchange Commission in April 2002, an additional $2.5 billion of unsecured debt securities can be issued. Any proceeds from the sale of such securities could be used for general corporate purposes, including capital expenditures, working capital, securities repurchase programs, repayment of long term and short term debt and the financing of future acquisitions. The company may also invest funds that are not required immediately in short term marketable securities.

The company's foreign currency translation adjustment, included in accumulated other comprehensive income and reported as part of shareholders' equity, totaled ($126.4 million) at the end of the first quarter versus ($104.9 million) at the end of 2001, reflecting a weakening of Sterling against the U.S. dollar since the end of the year 2001. Newsquest's assets and liabilities at March 31, 2002 were translated from Sterling to U.S. dollars at an exchange rate of $1.43 versus $1.45 at the end of 2001. Newsquest's financial results were translated at an average rate of $1.43 for the first quarter of 2002 versus $1.46 for the first quarter of 2001.

The company's regular quarterly dividend of $0.23 per share was declared in the first quarter of 2002, totaling $61.5 million and paid on April 1, 2002. In May 2002, the company also declared a quarterly dividend of $0.23 per share payable on July 1, 2002.

OTHER MATTERS

Refer to Note 2 of the Condensed Consolidated Financial Statements for further discussion of new accounting standards and their impact on reporting of earnings beginning in 2002.

CERTAIN FACTORS AFFECTING FORWARD-LOOKING STATEMENTS

Certain statements in the company's 2001 Annual Report to Shareholders, its Annual Report on Form 10-K, and in this Quarterly Report contain forward-looking information. The words "expect", "intend", "believe", "anticipate", "likely", "will" and similar expressions generally identify forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results and events to differ materially from those anticipated in the forward-looking statements.

Potential risks and uncertainties which could adversely affect the company's ability to obtain these results include, without limitation, the following factors: (a) increased consolidation among major retailers or other events which may adversely affect business operations of major customers and depress the level of local and national advertising; (b) a continued economic downturn in some or all of the company's principal newspaper or television markets leading to decreased circulation or local, national or classified advertising; (c) a decline in general newspaper readership patterns as a result of competitive alternative media or other factors; (d) an increase in newsprint or syndication programming costs over the levels anticipated; (e) labor disputes which may cause revenue declines or increased labor costs; (f) acquisitions of new businesses or dispositions of existing businesses; (g) a decline in viewership of major networks and local news programming; (h) rapid technological changes and frequent new product introductions prevalent in electronic publishing; (i) an increase in interest rates; (j) a weakening in the Sterling to U.S. dollar exchange rate; and (k) general economic, political and business conditions.

CONDENSED CONSOLIDATED BALANCE SHEETS
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars

	March 31, 2002	Dec. 30, 2001
ASSETS		
Cash	$ 66,195	$ 73,905
Marketable securities	44,035	66,724
Trade receivables, less allowance		
(2002 - $39,927; 2001 - $39,138)	729,190	805,746
Inventories	87,519	104,848
Prepaid expenses and other receivables	109,348	126,975
Total current assets	1,036,287	1,178,198
Property, plant and equipment		
Cost	4,254,651	4,207,074
Less accumulated depreciation	(1,792,164)	(1,741,604)
Net property, plant and equipment	2,462,487	2,465,470
Other assets		
Goodwill, less amortization	8,546,838	8,578,025
Other intangible assets, less amortization	104,501	106,334
Investments and other assets	743,935	768,074
Total other assets	9,395,274	9,452,433
Total assets	$ 12,894,048	$ 13,096,101

LIABILITIES & SHAREHOLDERS' EQUITY		
Accounts payable and current portion of film contracts payable	$ 305,175	$ 354,622
Compensation, interest and other accruals	237,058	235,093
Dividend payable	61,569	60,947
Income taxes	192,786	323,481
Deferred income	161,142	153,594
Total current liabilities	957,730	1,127,737
Deferred income taxes	526,696	503,397
Long-term debt	4,849,563	5,080,025
Postretirement medical and life insurance liabilities	404,016	409,052
Other long-term liabilities	223,175	239,968
Total liabilities	6,961,180	7,360,179
Shareholders' Equity		
Preferred stock of $1 par value per share. Authorized 2,000,000 shares; issued - none.		
Common stock of $1 par value per share. Authorized 800,000,000; issued, 324,420,732 shares.	324,421	324,421
Additional paid in capital	228,678	210,256
Retained earnings	7,771,108	7,589,069
Accumulated other comprehensive loss	(125,187)	(103,287)
Total	8,199,020	8,020,459
Less treasury stock - 57,803,187 shares and 58,623,520 shares respectively, at cost	(2,258,496)	(2,275,737)
Deferred compensation related to ESOP	(7,656)	(8,800)
Total shareholders' equity	5,932,868	5,735,922
Total liabilities and shareholders' equity	$ 12,894,048	$ 13,096,101

The accompanying notes are an integral part of these condensed consolidated financial statements.

~~CONDENSED CONSOLIDATED STATEMENTS OF INCOME~~
~~Gannett Co., Inc. and Subsidiaries~~
~~Unaudited, in thousands of dollars (except per share amounts)~~

	Thirteen weeks ended March 31, 2002	Thirteen weeks ended April 1, 2001	% Inc (Dec)
Net Operating Revenues:			
Newspaper advertising	$ 969,803	$ 1,020,934	(5.0)
Newspaper circulation	310,712	313,009	(0.7)
Television	167,186	155,613	7.4
Other	76,907	85,392	(9.9)
Total	1,524,608	1,574,948	(3.2)
Operating Expenses:			
Cost of sales and operating expenses, exclusive of depreciation	818,566	839,547	(2.5)
Selling, general and administrative expenses, exclusive of depreciation	248,331	254,738	(2.5)
Depreciation	53,369	53,281	0.2
Amortization of intangible assets	1,833	59,343	(96.9)
Total	1,122,099	1,206,909	(7.0)
Operating income	402,509	368,039	9.4
Non-operating income (expense):			
Interest expense	(28,754)	(80,442)	(64.3)
Other	(2,292)	448	(611.6)
Total	(31,046)	(79,994)	(61.2)
Income before income taxes	371,463	288,045	29.0
Provision for income taxes	127,900	113,500	12.7
Net income	$ 243,563	$ 174,545	39.5
Net income per share-basic	$0.92	$0.66	39.4
Net income per share-diluted	$0.91	$0.66	37.9
Dividends per share	$0.23	$0.22	4.5

~~The accompanying notes are an integral part of these condensed consolidated financial statements.~~

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars

	Thirteen weeks ended March 31, 2002	Thirteen weeks ended April 1, 2001
Cash flows from operating activities		
Net income	$ 243,563	$ 174,545
Adjustments to reconcile net income to operating cash flows:		
Depreciation	53,369	53,281
Amortization of intangibles	1,833	59,343
Deferred income taxes	23,299	(16,876)
Other, net	(62,052)	36,913
Net cash flow from operating activities	260,012	307,206
Cash flows from investing activities		
Purchase of property, plant and equipment	(57,755)	(64,076)
Payments for acquisitions, net of cash acquired	(3,200)	(17,775)
Change in other investments	31,523	(3,086)
Proceeds from sale of certain assets	2,243	0
Net cash used for investing activities	(27,189)	(84,937)
Cash flows from financing activities		
Payment of long term debt and debt issuance costs	(236,928)	(217,030)
Dividends paid	(60,903)	(58,062)
Proceeds from issuance of common stock	35,635	8,801
Net cash used for financing activities	(262,196)	(266,291)
Effect of currency exchange rate change	(1,026)	(4,256)
Net decrease in cash and cash equivalents	(30,399)	(48,278)
Balance of cash and cash equivalents at beginning of year	140,629	193,196
Balance of cash and cash equivalents at end of first quarter	$ 110,230	$ 144,918

The accompanying notes are an integral part of these condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2002

1. Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with the instructions for Form 10-Q and, therefore, do not include all information and footnotes which are normally included in the Form 10-K and annual report to shareholders. The financial statements covering the 13-week period ended March 31, 2002, and the comparative period of 2001, reflect all adjustments which, in the opinion of the company, are necessary for a fair statement of results for the interim periods and reflect all normal and recurring adjustments which are necessary for a fair presentation of the company's financial position, results of operations and cash flows as of the dates and for the periods presented.

2. Accounting Standards

On the first day of its fiscal year, December 31, 2001, the company adopted Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long Lived Assets." SFAS No. 144 did not have a material impact on the company's financial position or results of operations.

On December 31, 2001, the company adopted SFAS No. 142, "Goodwill and Other Intangible Assets", which eliminated the amortization of goodwill and other intangibles with indefinite useful lives. The company performed an impairment test of its goodwill and determined that no impairment of the recorded goodwill existed. SFAS No. 142 requires that goodwill be tested for impairment at least annually and more frequently if an event occurs which indicates the goodwill may be impaired. The company expects to perform its impairment testing during the fourth quarter on an annual basis.

Goodwill and other intangible assets are as follows:

(in thousands of dollars)	March 31, 2002		Dec. 30, 2001	
	Cost	Accumulated Amortization	Cost	Accumulated Amortization
Amortized intangible assets:				
Subscriber lists	$ 110,000	$ 5,499	$ 110,000	$ 3,666
Unamortized intangible assets:				
Goodwill	9,724,952	1,178,114	9,758,081	1,180,056
Total	$9,834,952	$1,183,613	$9,868,081	$1,183,722

As of March 31, 2002, Newspaper goodwill, net of amortization, was $7.0 billion and Television goodwill, net of amortization, was $1.5 billion.

Amortization expense for subscriber lists was $1.8 million in the quarter ended March 31, 2002. Subscriber lists are amortized on a straight line basis over 15 years. For each of the next five years, amortization expense relating to the identified intangibles is expected to be $7.3 million.

As required by SFAS 142, the results for the first quarter of 2001 have not been restated. A reconciliation of net income for that period and a comparison to the first quarter of 2002, as if SFAS 142 had been adopted at the beginning of 2001, is presented below.

(dollars in thousands)	Thirteen weeks ended March 31, 2002	April 1, 2001
Reported net income	$243,563	$174,545
Add back: goodwill amortization, net of tax		50,910
Adjusted net income	$243,563	$225,455
Basic earnings per share:		
Reported net income	$0.92	$0.66

Goodwill amortization, net of tax		0.19
Adjusted net income	$0.92	$0.85
Diluted earnings per share:		
Reported net income	$0.91	$0.66
Goodwill amortization, net of tax		0.19
Adjusted net income	$0.91	$0.85

3. Long term debt

In March 2002, the company issued $1.8 billion aggregate principal amount of unsecured global notes in an underwritten public offering. These notes consist of $600 million aggregate principal amount of 4.95% notes due 2005, $700 million aggregate principal amount of 5.50% notes due 2007 and $500 million aggregate principal amount of 6.375% notes due 2012. The net proceeds of the offering were used to pay down commercial paper borrowings. The company also entered into a $2.775 billion revolving credit agreement in March 2002 which consists of a $1.41 billion 364 day facility which extends to March 2003 and a $1.365 billion 5 year facility which extends to March 2007. At the end of the 364 day period, any borrowings outstanding under the 364 day credit facility are convertible into a one year term loan at the company's option. During the first quarter of 2002, the company terminated its $3.0 billion revolving credit agreement. The company also terminated its $1.53 billion 364 day revolving credit facility which was due to expire in July 2002 and under which any outstanding borrowings were convertible into a two year term loan. At December 30, 2001, the company had $6.06 billion of credit available under two revolving credit agreements. At March 31, 2002, the company had $4.3 billion of credit available under two revolving credit agreements.

Under a shelf registration that became effective with the Securities and Exchange Commission in April 2002, an additional $2.5 billion of unsecured debt securities can be issued. Any proceeds from the sale of such securities could be used for general corporate purposes, including capital expenditures, working capital, securities repurchase programs, repayment of long term and short term debt and the financing of future acquisitions. The company may also invest funds that are not required immediately in short term marketable securities.

Approximate annual maturities of long term debt, assuming that the company had used the $4.3 billion revolving credit agreements to refinance existing unsecured promissory notes on a long-term basis and assuming the company's other indebtedness was paid on its scheduled pay dates, are as follows:

In thousands	March 31, 2002
2003	$ 0
2004	36,096
2005	2,128,944
2006	21,442
2007	2,060,016
Later years	603,065
Total	$ 4,849,563

4. Comprehensive Income

Comprehensive income for the company includes net income, foreign currency translation adjustments and unrealized gains or losses on available for sale securities, as defined under SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities."

Comprehensive income totaled $221.7 million for the first quarter of 2002 and $107.0 million for the first quarter of 2001. Net income totaled $243.6 million and other comprehensive losses totaled $21.9 million for the first quarter of 2002. Net income totaled $174.5 million and other comprehensive losses totaled $67.5 million for the first quarter of 2001. Other comprehensive income and losses relate to foreign currency translation adjustments and unrealized gains or losses on available-for-sale securities, net of tax. The other comprehensive losses were net of deferred income tax benefits of $13.4 million for the first quarter of 2002 and $41.4 million for the first quarter of 2001.

5. Outstanding Shares

The weighted average number of common shares outstanding (basic) in the first quarter totaled 266,182,000 compared to 264,468,000 for the first quarter of 2001. The weighted average number of diluted shares outstanding in the first quarter totaled 268,546,000 compared to 266,415,000 for the first quarter of 2001.

6. Business Segment Information

BUSINESS SEGMENT INFORMATION
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars

	Thirteen weeks ended March 31, 2002	Thirteen weeks ended April 1, 2001	% Inc (Dec)
Net Operating Revenues:			
Newspaper publishing	$ 1,357,422	$ 1,419,335	(4.4)
Television	167,186	155,613	7.4
Total	$ 1,524,608	$ 1,574,948	(3.2)
Operating Income (net of depreciation and amortization):			
Newspaper publishing	$ 344,703	$ 328,785	4.8
Television	72,769	54,266	34.1
Corporate	(14,963)	(15,012)	0.3
Total	$ 402,509	$ 368,039	9.4
Depreciation and Amortization:			
Newspaper publishing	$ 45,235	$ 94,143	(52.0)
Television	6,417	16,983	(62.2)
Corporate	3,550	1,498	137.0
Total	$ 55,202	$ 112,624	(51.0)
Operating Cash Flow (1):			
Newspaper publishing	$ 389,938	$ 422,928	(7.8)
Television	79,186	71,249	11.1
Corporate	(11,413)	(13,514)	15.5
Total	$ 457,711	$ 480,663	(4.8)

(1) Operating Cash Flow represents operating income for each of the company's business segments plus related depreciation and amortization expense. This measure varies from the Condensed Consolidated Statements of Cash Flows.

PRO FORMA BUSINESS SEGMENT INFORMATION (1)
Gannett Co., Inc. and Subsidiaries
Unaudited, in thousands of dollars

	Thirteen weeks ended		% Inc
	March 31, 2002	April 1, 2001	(Dec)
Net Operating Revenues:			
Newspaper publishing	$ 1,357,422	$ 1,419,335	(4.4)
Television	167,186	155,613	7.4
Total	$ 1,524,608	$ 1,574,948	(3.2)
Operating Income (net of depreciation and amortization):			
Newspaper publishing	$ 344,703	$ 375,856	(8.3)
Television	72,769	64,705	12.5
Corporate	(14,963)	(15,012)	0.3
Total	$ 402,509	$ 425,549	(5.4)
Depreciation and Amortization:			
Newspaper publishing	$ 45,235	$ 47,072	(3.9)
Television	6,417	6,544	(1.9)
Corporate	3,550	1,498	137.0
Total	$ 55,202	$ 55,114	0.2
Operating Cash Flow (2):			
Newspaper publishing	$ 389,938	$ 422,928	(7.8)
Television	79,186	71,249	11.1
Corporate	(11,413)	(13,514)	15.5
Total	$ 457,711	$ 480,663	(4.8)

(1) As if Statement of Financial Accounting Standards No. 142 (SFAS No. 142) had been adopted at the beginning of 2001.

(2) Operating Cash Flow represents operating income for each of the company's business segments plus related depreciation and amortization expense. This measure varies from the Condensed Consolidated Statements of Cash Flows.

~~QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK~~

~~The company is not subject to market risk associated with derivative commodity instruments, as the company is not a party to any such instruments. The company believes that its market risk from financial instruments, such as accounts receivable, accounts payable and debt, is not material. The company is exposed to foreign exchange rate risk primarily due to its operations in the United Kingdom, which use Sterling as their functional currency, which is then translated into U.S. dollars.~~

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits.
See Exhibit Index for list of exhibits filed with this report.

(b) Form 8-K

(1) Current Report on Form 8-K filed March 11, 2002, in connection with a new revolving credit agreement.

(2) Current Report on Form 8-K filed March 14, 2002, in connection with the sale of debt securities.

SIGNATURES

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 thereunto duly authorized.

GANNETT CO., INC.

Dated: May 15, 2002 By:/s/George R. Gavagan

George R. Gavagan
Vice President and Controller

Dated: May 15, 2002 By:/s/Thomas L. Chapple

Thomas L. Chapple
Senior Vice President, General
Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Exhibit	Location
3-1	Second Restated Certificate of Incorporation of Gannett Co., Inc.	Incorporated by reference to Exhibit 3-1 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 26, 1993 ("1993 Form 10-K"). Amendment incorporated by reference to Exhibit 3-1 to the 1993 Form 10-K. Amendment dated May 2, 2000, incorporated by reference to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended March 26, 2000.
3-2	By-laws of Gannett Co., Inc. (reflects all amendments through February 1, 2001)	Incorporated by reference to Exhibit 3-2 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 2000.
4-1	Indenture dated as of March 1, 1983 between Gannett Co., Inc. and Citibank, N.A., as Trustee.	Incorporated by reference to Exhibit 4-2 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 29, 1985.
4-2	First Supplemental Indenture dated as of November 5, 1986 among Gannett Co., Inc., Citibank, N.A., as Trustee, and Sovran Bank, N.A., as Successor Trustee.	Incorporated by reference to Exhibit 4 to Gannett Co., Inc.'s Form 8-K filed on November 9, 1986.
4-3	Second Supplemental Indenture dated as of June 1, 1995, among Gannett Co., Inc., NationsBank, N.A., as Trustee, and Crestar Bank, as Trustee.	Incorporated by reference to Exhibit 4 to Gannett Co., Inc.'s Form 8-K filed on June 15, 1995.
4-4	Rights Plan.	Incorporated by reference to Exhibit 1 to Gannett Co., Inc.'s Form 8-K filed on May 23, 1990. Amendment incorporated by reference to Gannett Co., Inc.'s Form 8-K filed on May 2, 2000.
4-5	$3,000,000,000 Competitive Advance and Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-10 to Gannett Co., Inc.'s Form 10-Q filed on August 9, 2000.
4-6	Amendment Number One to $3,000,000,000 Competitive Advance and Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-11 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 2000.
4-7	Amendment Number Two to $3,000,000,000 Competitive Advance and Revolving Credit Agreement among Gannett Co., Inc. and the Banks named therein.	Incorporated by reference to Exhibit 4-12 to Gannett Co., Inc.'s Form 10-Q for the quarter ended July 1, 2001.
4-8	Form of 4.950% Note due 2005.	Incorporated by reference to Exhibit 4.13 to Gannett Co., Inc.'s Form 8-K filed on March 14, 2002.
4-9	Form of 5.500% Note due 2007.	Incorporated by reference to Exhibit 4.14 to Gannett Co., Inc.'s Form 8-K filed on March 14, 2002.
4-10	Form of 6.375% Note due 2012.	Incorporated by reference to Exhibit 4.15 to Gannett Co., Inc.'s Form 8-K filed on March 14, 2002.
4-11	Third Supplemental Indenture,	Incorporated by reference to Exhibit

	~~dated as of March 14, 2002, between Gannett Co., Inc. and Wells Fargo Bank Minnesota, N.A., as Trustee.~~	~~4.16 to Gannett Co., Inc.'s Form 8-K filed on March 14, 2002.~~
~~4-12~~	~~Competitive Advance and Revolving Credit Agreement dated as of March 11, 2002 among Gannett Co., Inc., the several lenders from time to time parties thereto, Bank of America, N.A., as Administrative Agent, JP Morgan Chase Bank and Bank One NA, as Co-Syndication Agents, and Barclays Bank PLC, as Documentation Agent.~~	~~Incorporated by reference to Exhibit 10.11 to Gannett Co., Inc.'s Form 8-K filed on March 14, 2002.~~
~~10-3~~	~~Gannett Co., Inc. 1978 Executive Long-Term Incentive Plan*~~	~~Incorporated by reference to Exhibit 10-3 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 28, 1980. Amendment No. 1 incorporated by reference to Exhibit 20-1 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 27, 1981. Amendment No. 2 incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 25, 1983. Amendments Nos. 3 and 4 incorporated by reference to Exhibit 4-6 to Gannett Co., Inc.'s Form S-8 Registration Statement No. 33-28413 filed on May 1, 1989. Amendments Nos. 5 and 6 incorporated by reference to Exhibit 10-8 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 1989. Amendment No. 7 incorporated by reference to Gannett Co., Inc.'s Form S-8 Registration Statement No. 333-04459 filed on May 24, 1996. Amendment No. 8 incorporated by reference to Exhibit 10-3 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 28, 1997. Amendment dated December 9, 1997, incorporated by reference to Gannett Co., Inc.'s 1997 Form 10-K. Amendment No. 9 incorporated by reference to Exhibit 10-3 to Gannett Co., Inc.'s Form 10-Q for the quarter ended June 27, 1999. Amendment No. 10 incorporated by reference to Exhibit 10-3 to Gannett Co., Inc's Form 10-Q for the quarter ended June 25, 2000. Amendment No. 11 incorporated by reference to Exhibit 10-3 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 2000.~~
~~10-4~~	~~Description of supplemental insurance benefits.*~~	~~Incorporated by reference to Exhibit 10-4 to the 1993 Form 10-K.~~
~~10-5~~	~~Gannett Co., Inc. Supplemental Retirement Plan, as amended.*~~	~~Incorporated by reference to Exhibit 10-5 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 26, 1999. Amendments No. 1 and 2 incorporated by reference to Exhibit 10-5 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 30, 2001.~~
~~10-6~~	~~Gannett Co., Inc. Retirement Plan for Directors.*~~	~~Incorporated by reference to Exhibit 10-10 to the 1986 Form 10-K. 1991 Amendment incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 29, 1991. Amendment to Gannett Co., Inc. Retirement~~

		Plan for Directors dated October 31, 1996, incorporated by reference to Exhibit 10-6 to the 1996 Form 10K.
10-7	Amended and Restated Gannett Co., Inc. 1987 Deferred Compensation Plan.*	Incorporated by reference to Exhibit 10-1 to Gannett Co., Inc.'s Form 10-Q for the fiscal quarter ended September 29, 1996. Amendment No. 5 incorporated by reference to Exhibit 10-2 to Gannett Co., Inc.'s Form 10-Q for the quarter ended September 28, 1997. Amendment No. 2 to January 1, 1997 Restatement incorporated by reference to Exhibit 10-7 to Gannett Co., Inc.'s Form 10-Q for the quarter ended June 27, 1999. Amendments Nos. 3 and 4 incorporated by reference to Exhibit 10-7 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 2000. Amendment No. 5 incorporated by reference to Exhibit 10-7 to Gannett Co., Inc.'s Form 10-Q for the quarter ended July 1, 2001.
10-8	Gannett Co., Inc. Transitional Compensation Plan, as amended and restated October 22, 2001, and as further amended on December 4, 2001.*	Incorporated by reference to Exhibit 10-8 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 30, 2001.
10-9	Employment Agreement dated January 1, 2001 between Gannett Co., Inc. and Douglas H. McCorkindale.*	Incorporated by reference to Exhibit 10-9 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 31, 2000.
10-10	Omnibus Incentive Compensation Plan	Incorporated by reference to Exhibit No. 4 to the Company's Registration Statement on Form S-8 (Registration No. 333-60402). Amendment No. 1 incorporated by reference to Exhibit No. 10-10 to Gannett Co., Inc.'s Form 10-K for the fiscal year ended December 30, 2001.
11	Statement re computation of earnings per share.	Attached.

The company agrees to furnish to the Commission, upon request, a copy of each agreement with respect to long-term debt not filed herewith in reliance upon the exemption from filing applicable to any series of debt which does not exceed 10% of the total consolidated assets of the company.

* Asterisks identify management contracts and compensatory plans or arrangements.

~~CALCULATION OF EARNINGS PER SHARE~~
~~Gannett Co., Inc. and Subsidiaries~~
~~Unaudited, in thousands of dollars (except per share amounts)~~

	Thirteen weeks ended March 31, 2002	Thirteen weeks ended April 1, 2001
Basic earnings:		
Net income	$ 243,563	$ 174,545
Weighted average number of common shares outstanding	266,182	264,468
Basic earnings per share	$0.92	$0.66
Diluted earnings:		
Net income	$ 243,563	$ 174,545
Weighted average number of common shares outstanding	266,182	264,468
Dilutive effect of outstanding stock options and stock incentive rights	2,364	1,947
Weighted average number of shares outstanding, as adjusted	268,546	266,415
Diluted earnings per share	$0.91	$0.66