## SEC Form 4

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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <sup>*</sup><br>Louis John Jeffry |         |       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>GANNETT CO INC /DE/</u> [ GCI ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X Director 10% Owner |
|---|---------|-------|--|--|
| (Last) (First) (Middle)<br>GANNETT CO., INC.<br>7950 JONES BRANCH DRIVE   |         | × ,   | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/04/2014                           | Officer (give title Other (specify below) below)   |
|   |         | VE    | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 | 6. Individual or Joint/Group Filing (Check Applicable Line)  |
| (Street)  |         |       |  | X Form filed by One Reporting Person   |
| MCLEAN  | VA      | 22107 |  | Form filed by More than One Reporting<br>Person  |
| (City)  | (State) | (Zip) |  |  |

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

| 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |   |  | Disposed Of   | Acquired<br>(D) (Instr   | (A) or<br>3, 4 and   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Benorted   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |
|--|---|---|--|---|--|--|---|--|--|
|  |   | Code  | v  | Amount  | (A) or<br>(D)  | Price  | Transaction(s)<br>(Instr. 3 and 4)  |  |  |
| 08/04/2014                                 |   | М   |  | 2,000   | A  | \$13.91  | 199,007   | D  |  |
| 08/04/2014                                 |   | М   |  | 29,923  | A  | \$15.21  | 228,930   | D  |  |
|  |   |   |  |   |  |  | 28,026  | I  | By John<br>J. Louis,<br>Jr. Trust<br>under the<br>Will of<br>John J.<br>Louis<br>fbo<br>Kimberly<br>C. Louis<br>Stewart <sup>(1</sup>  |
|  |   |   |  |   |  |  | 36,389  | Ι  | By John<br>J. Louis,<br>Jr. Trust<br>under the<br>Will of<br>John J.<br>Louis<br>fbo John<br>Jeffry<br>Louis <sup>(1)</sup>  |
|  |   |   |  |   |  |  | 12,820  | I  | By John<br>J. Louis,<br>Jr. Trust<br>under the<br>Will of<br>John J.<br>Louis<br>fbo<br>Tracy L.<br>Merrill <sup>(1)</sup>   |
|  |   |   |  |   |  |  | 49,649  | I  | By<br>Marital<br>Trust<br>U/A<br>John J.<br>Louis, Jr.<br>Trust <sup>(1)</sup>   |
|  | Date<br>(Month/Day/Year)                                    | Date<br>(Month/Day/Year)  Execution Date,<br>if any<br>(Month/Day/Year)    08/04/2014 | Date<br>(Month/Day/Year)  Execution Date,<br>if any<br>(Month/Day/Year)  Transa<br>Code (<br>8)    08/04/2014  M | Date<br>(Month/Day/Year)  Execution Date,<br>if any<br>(Month/Day/Year)  Transaction<br>Code (Instr.<br>8)    08/04/2014  M | Date<br>(Month/Day/Year)  Execution Date,<br>if any<br>(Month/Day/Year)  Transaction<br>Code (Instr.<br>8)  Disposed Of<br>5)    08/04/2014  Code  V  Amount    08/04/2014  M  2,000 | Date<br>(Month/Day/Year)  Execution Date,<br>if any<br>(Month/Day/Year)  Transaction<br>Code (Instr.<br>8)  Disposed Of (D) (Instr.<br>5)    Code  V  Amount  (A) or<br>(D)    08/04/2014  M  2,000  A | Date<br>(Month/Day/Year)  Execution Date,<br>if any<br>(Month/Day/Year)  Transaction<br>Code (Instr.<br>8)  Disposed Of (D) (Instr. 3, 4 and<br>5)    Code  V  Amount  (A) or<br>(D)  Price    08/04/2014  M  2,000  A  \$13.91 | Date<br>(Month/Day/Year)      Execution Date<br>(Month/Day/Year)      Transaction<br>(S)      Disposed Of (D) (Instr. 3, 4 and<br>(S)      Securities<br>Description<br>(Month/Day/Year)        08/04/2014      M      M      2,000      A      \$13.91      199,007        08/04/2014      M      M      29,923      A      \$15.21      228,930        08/04/2014      M      M      Image: Constraint of the participation of the partipation of the participation of the participation of the partici | Date<br>(Month/Day/Yeap<br>(Month/Day/Yeap)      Execution Date<br>(F a)<br>(Month/Day/Yeap)      Transaction<br>(Month/Day/Yeap)      Disposed Of (D) (Instr. 3, 4 and<br>9      Securities<br>(B) or indirect<br>(D) or indirect<br>(D) (Instr. 4)        08/04/2014      Image: Constraints<br>(Month/Day/Yeap)      M      Image: Constraints<br>(D) or indirect<br>(D) (Instr. 4)      M      Securities<br>(D) or indirect<br>(D) (Instr. 4)        08/04/2014      Image: Constraints<br>(D) or indirect<br>(D) (Instr. 4)      M      Image: Constraints<br>(D) or indirect<br>(D) (Instr. 4)      Image: Constraints<br>(D) or indirect<br>(D) (Instr. 4)      Image: Constraints<br>(D) or indirect<br>(D) (Instr. 4)        08/04/2014      Image: Constraints<br>(D) or indirect<br>(D) or indirect<br>(D) or indirect<br>(D) (Instr. 4)      Image: Constraints<br>(D) or indirect<br>(D) or indirect<br>( |

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)<br>1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security<br>2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year)<br>3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any (e.g.,<br>(Month/Day/Year)<br>3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | puts ( | ction | Acquired<br>(A) or<br>Disposed<br>(A) or<br>Disposed<br>(A) or<br>Disposed<br>(A) or<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>(A) or<br>Disposed |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>Date<br>Exercisable Expiration<br>Date<br>Exercisable Date |                    | prvertiDGAGAGAG<br>Derivative :<br>(Instr. 3 and<br>ole and 7. Title and<br>of Securitie<br>) Underlying<br>Derivative<br>(Instr. 3 and<br>perivative) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)<br>8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)<br>10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)<br>11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|--|---|--------|-------|--|--------|--|--------------------|--|--|--|--|--|--|
|  |  |  |   | Code   | v     | (A)  | (D)    | Date<br>_Exercisable_  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |  |  |  |  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy)   | \$13.91  | 08/04/2014   |   | М      |       |  | 2,000  | (2)  | 05/01/2020         | Common<br>Stock  | 2,000                                  | \$0  | 4,000  | D  |  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy)   | \$15.21  | 08/04/2014   |   | М      |       |  | 6,566  | 05/03/2011   | 05/03/2019         | Common<br>Stock  | 6,566                                  | \$3.46   | 0  | D  |  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy)   | \$15.21  | 08/04/2014   |   | М      |       |  | 17,357 | (3)  | 05/03/2019         | Common<br>Stock  | 17,357                                 | \$3.46   | 0  | D  |  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy)   | \$15.21  | 08/04/2014   |   | М      |       |  | 6,000  | (4)  | 05/03/2019         | Common<br>Stock  | 6,000                                  | \$0  | 2,000  | D  |  |

Explanation of Responses:

1. The reporting person resigned as trustee of the trust but retains investment power and voting power for the trust.

2. The option is fully vested with respect to 2,000 shares and vests with respect to the remaining shares in two equal annual installments beginning on May 1, 2015.

3. The option is fully vested.

4. The option is fully vested with respect to 6,000 shares and vests with respect to the remaining shares on May 3, 2015.

Remarks:

/s/ Todd A. Mayman, Attorneyin-Fact 08/05/2014

\*\* 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.