

SCHEDULE 14A  
SCHEDULE 14 INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant [ ]

Filed by a Party other than the Registrant [ X ]

Check the appropriate box:

[X ] Preliminary Proxy Statement

[ ] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material Pursuant to Section 240.14a-11(c) or  
Section 240.14a-12

Name of Registrant as Specified in Its Charter:

Gannett Co., Inc.

Name of Person(s) Filing Proxy Statement:

Teamsters General Fund

Payment of Filing Fee (check the appropriate box)

[X ] \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or  
14a-6(j) (2).

[ ] \$500 per each party to the controversy pursuant to Exchange  
Act Rule 14a-6(i)(3).

[ ] Fee computed on table below per Exchange Act Rules 14a-  
6(i)(4) and 0-11.

1) Title of each class of securities to which transaction  
applies:

\_\_\_\_\_

2) Aggregate number of securities to which transaction  
applies:

\_\_\_\_\_

3) Per unit price or other underlying value of transaction  
computed pursuant to Exchange Act Rule 0-11: (1)

\_\_\_\_\_

4) Proposed maximum aggregate value of transaction:

\_\_\_\_\_

(1) Set forth the amount on which the filing fee is calculated  
and state how it was determined.

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

1) Amount previously paid:

\_\_\_\_\_

2) Form, Schedule or Registration Statement No:

\_\_\_\_\_

3) Filing Party: \_\_\_\_\_

Date Filed: \_\_\_\_\_



PRELIMINARY PROXY STATEMENT

INDEPENDENT SHAREHOLDER SOLICITATION BY TEAMSTERS GENERAL FUND

FOR SHAREHOLDER PROPOSALS RE: INSIDER TRADING AND TOBACCO/ALCOHOL  
ADVERTISING

GANNETT CO., INC.  
ANNUAL STOCKHOLDERS MEETING  
May 7, 1996 10:00 a.m.  
1100 Wilson Blvd., 7th Fl.  
Arlington VA 22234

Date sent to shareholders:  
March 25, 1996

Teamsters General Fund  
25 Louisiana Ave. N.W.  
Washington, D.C. 20001

Dear Fellow Gannett Shareholder:

We urge you to vote FOR the following two shareholder proposals:

- (1) A proposal urging the Company adopt a policy of zero tolerance for insider trading by its executives and employees;
- (2) A proposal urging the Company to report to its shareholders on the effects on minors of the Company's advertising of tobacco and alcohol products.

I. ZERO TOLERANCE FOR INSIDER TRADING

Frank Vega currently heads the Gannett-controlled Detroit Newspapers Agency. The SEC prosecuted Vega for insider trading and he is now subject to a final judgment from the U.S. District Court for the Eastern District of Vega. This includes a requirement that he pay back over \$46,000 in profits from his alleged insider trading.

A related criminal prosecution is currently pending against Thomas Farrell for insider trading while he was a Gannett executive. Until he resigned in 1995, Farrell was President of Gannett New Media Group and Chairman of USA Today Sky Radio.

The Securities and Exchange Commission complaint alleges that in 1993, while Farrell was a Gannett executive, he also sat on the board of Rochester Community Savings Bank and thereby learned about a proposed acquisition of this bank. He then passed this information on to business acquaintances such as Vega, and allegedly advised them to trade on this information.

According to the SEC complaint: Farrell advised Vega to buy stock over time and in small increments, and Vega understood this was to avoid detection. Later that month Vega made 3 separate purchases of the Bank's stock, totalling 6500 shares.

The SEC also alleges that after Farrell became aware that he was being investigated by the SEC for insider trading, he advised another one of his tippees of problems with board approval of the bank acquisition and said he should consider selling.

Asked to comment on the Frank Vega matter at the Freedom Forum on October 16, 1995, Gannett Chairman John Curley's response included:

Well, Frankie, Frankie got a stock tip. In the old days there was nothing wrong with that. In the Texas Gulf Sulphur case in 1988 or some year, you know, that became not right. Most people didn't know that. Most people still don't know that. But the SEC computers knew that. So as a secondary bystander in an act he got involved.

Source: audiotape of meeting. Contact us if you would like a copy.



In fact, the Texas Gulf Sulphur decision came down in 1968. Indeed, the law against people profiting from inside information is over 30 years old.

We urge a vote FOR the following proposal:

Resolved, that shareholders urge the board of directors to adopt a policy of zero tolerance for insider trading by executive employees, and immediately terminate the employment of any executive employee who is convicted of insider trading or enters into a consent decree in which the executive is ordered to pay a fine for insider trading or enjoined from engaging in such trading.

We believe this proposal will help Gannett increase the public trust and investor trust upon which it must rely for success as a news publisher.

## II. PROPOSAL URGING REPORT TO SHAREHOLDERS ON EFFECTS ON MINORS OF GANNETT'S TOBACCO/ALCOHOL ADVERTISING

With public officials repeatedly discussing enactment of restrictions on advertising of tobacco and alcohol, it is imperative that shareholders learn how much risk they are incurring in Gannett continuing to run such ads.

The business risk in our view depends largely on what the scientific evidence says about the effects of these ads on minors. Shareholders deserve a report from the Company on this matter.

In addition, many investors prefer not to invest in activities they consider anti-social or unethical. Investors deserve more information in order to make that decision.

We urge a vote FOR the following proposal:

RESOLVED, that shareholders urge the board of directors to prepare a report that shows what role the tobacco and alcohol advertisements on Gannett media, including billboards, play in attracting minors to these products.

This proposal warrants your support regardless of whether your investment decisions are influenced by ethical considerations. This proposal has been endorsed by the Interfaith Center on Corporate Responsibility.

## SHAREHOLDER APPROVAL

Both resolutions are precatory and therefore shareholder approval would not legally bind the board of directors. However, most companies comply with recommendations approved by a majority of directors. Approval by a majority of shares voted at the meeting is required for passage of the proposals.

## VOTING RIGHTS AND PROCEDURES:

You can still vote for these proposals even if you have already returned the proxy card sent you by the company. A proxy can be revoked at any time prior to its being counted at the meeting by (1) executing a later proxy card; (2) appearing at the meeting to vote, or (3) delivering the proxyholder or the Company's secretary written notice of revocation prior to the date of the meeting: Thomas Chapple, Corporate Secretary, Gannett Co., 1100 Wilson Blvd., Arlington VA 22234, fax (703) 558-3897; (tel.) (703) 284-6000.

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[OPTION A]:

THE COMPANY PROXY CARD PREVIOUSLY SENT YOU DOES NOT ALLOW YOU TO VOTE ON THESE PROPOSALS, BUT INSTEAD GIVES MANAGEMENT DISCRETION TO VOTE AGAINST THEM. IF YOU SUPPORT THE PROPOSALS, THE ONLY WAYS TO VOTE FOR THEM AT THIS TIME ARE TO (1) USE THE ENCLOSED CARD, OR (2) ATTEND THE MEETING AND VOTE IN PERSON.

[OPTION B]:

You may vote by proxy for these proposals either on the enclosed proxy card or on management's card.

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Our proxy card does not grant us any discretionary voting authority: we will vote as you direct; if matters come before the meeting which are not shown on the card, which we do not anticipate, we will not vote your shares thereon. If you sign the enclosed card but do not direct us how to vote, we will vote FOR the proposals and not vote in the election of directors.

Unless otherwise ordered by a court, we will keep the content of all cards we receive confidential from everyone except our agents until the meeting (at which time they must be presented to the company to be counted).

All holders of common stock as of \_\_\_\_\_[record date] are entitled to vote. We incorporate herein by reference the discussion in the Company's proxy statement of voting requirements and outstanding securities.

#### ELECTION OF DIRECTORS AND OTHER MATTERS TO BE VOTED

We incorporate by reference the information in the Company's proxy statement on the election of directors and other matters set for shareholder vote. We make no recommendation as to how to vote in the directors' election.

#### PROPOSALS FOR FUTURE MEETINGS

SEC Rule 14a-8 gives shareholders who have owned more than \$1000 worth of the company's stock for more than one year the right to have the company's proxy statement include a shareholder proposal and supporting statement.

The deadline for submitting such proposals for inclusion in the proxy statement for the 1997 annual meeting will be November \_\_, 1996. Feel free to contact us if you would like more information about shareholder proposals.

#### EXECUTIVE COMPENSATION/SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

We incorporate herein by reference the information on these matters contained in the Company's proxy statement.

#### SOLICITATION

The costs of this solicitation are being borne by the Teamsters General Fund, part of the International Brotherhood of Teamsters (IBT). The Fund is the record owner of 40 shares of company common stock and is the sponsor of the insider trading proposal. Gannett employee-shareholder Phillip Lloyd sponsored the proposal calling for a report to shareholders; he is not an IBT member nor represented by IBT. The IBT and Lloyd's union are on strike against the Detroit Newspaper Agency, a joint operating agency between Gannett's Detroit News and Knight-Ridder's Detroit Free Press.

Gannett director Drew Lewis is Chairman and CEO of Union Pacific. IBT has members working for Union Pacific's Overnite subsidiary and is soliciting its fellow Union Pacific shareholders on corporate governance issues.

Proxies will be sought by mail, fax, telephone and personal interview. We estimate our mailing and telephone expenses will be \$2000. In addition, regular IBT staff will solicit (we do not intend to use specially-engaged proxy solicitors).

THANK YOU FOR VOTING FOR THE SHAREHOLDER PROPOSALS CONCERNING INSIDER TRADING AND ALCOHOL/TOBACCO ADVERTISING.

PLEASE RETURN THE ENCLOSED SURVEY AND PROXY CARD TO

Teamsters General Fund  
25 Louisiana Ave. N.W.  
Washington D.C. 20001  
fax 202-624-6833





PROXY  
SOLICITED BY TEAMSTERS GENERAL FUND  
for  
ANNUAL MEETING OF SHAREHOLDERS  
GANNETT CO., INC.  
May 7, 1996

The undersigned shareholder hereby appoints Bill Patterson and Bartlett Naylor proxies with full power of substitution to vote for the undersigned at Gannett's annual meeting, and at any adjournments thereof, on the matters set forth in the Proxy Statement. The undersigned hereby directs this proxy be voted solely in accordance with the instructions herein. Unless marked otherwise, this proxy will be voted FOR the shareholder proposals and FOR election of all nominees listed below.

(1) PROPOSAL URGING ZERO TOLERANCE FOR INSIDER TRADING  
FOR [ ] AGAINST [ ] ABSTAIN [ ]

(2) PROPOSAL URGING REPORT TO SHAREHOLDERS ON EFFECTS ON MINORS  
OF TOBACCO/ALCOHOL ADVERTISING  
FOR [ ] AGAINST [ ] ABSTAIN [ ]

(3) ELECTION OF DIRECTORS:  
Nominees: Meredith A. Brokaw, Peter B. Clark, John J. Curley,  
Josephine P. Louis

I vote FOR ALL nominees except those I have written below [ ]  
WITHHOLD from all nominees [ ]

\_\_\_\_\_

PLEASE DATE, SIGN AND PROMPTLY MAIL IN THE SELF-ADDRESSED ENVELOPE. PERSONS SIGNING IN REPRESENTATIVE CAPACITY SHOULD INDICATE AS SUCH. IF SHARES ARE HELD JOINTLY, BOTH OWNERS SHOULD SIGN.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

ADDRESS \_\_\_\_\_

ACCOUNT NO./SSN                      # OF SHARES                      TEL. NO./FAX NO.

IF YOU ARE NOT THE RECORD OWNER OF THIS STOCK, PLEASE LIST THE NAME AND ADDRESS OF THE RECORD OWNER:

\_\_\_\_\_



SURVEY OF GANNETT SHAREHOLDERS

THIS IS NOT A PROXY: PLEASE RETURN IT EVEN IF YOU DO NOT  
FILL OUT A PROXY

1. Do you support the proposal recommending the Company have zero  
tolerance towards insider trading by its executives?

Yes \_\_\_\_\_ No \_\_\_\_\_ Undecided \_\_\_\_\_

2. Do you support the proposal recommending the Company report to  
shareholders on the effects on minors of the Company's  
advertising of tobacco and alcohol?

Yes \_\_\_\_\_ No \_\_\_\_\_ Undecided \_\_\_\_\_

3. What is your opinion of the compensation received by the  
Company's top executives?

Just Right \_\_\_\_\_ Too High \_\_\_\_\_ Too Low \_\_\_\_\_ No Opinion \_\_\_\_\_

4. List anything you would like management to change:

\_\_\_\_\_

THE FOLLOWING INFORMATION WILL BE KEPT CONFIDENTIAL:

Name \_\_\_\_\_ Title, if any \_\_\_\_\_

Address \_\_\_\_\_

Phone/Fax \_\_\_\_\_ # Shares owned \_\_\_\_\_

Return to: IBT, 25 Louisiana Ave., Washington D.C. 20001 fax 202-  
624-6833