

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |                   |
|--|-------------------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>MCCORKINDALE DOUGLAS H</u><br><br>(Last) (First) (Middle)<br><br>(Street)<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>GANNETT CO INC /DE/ [ GCI ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman, Pres and CEO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/21/2003</u>             |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |  |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                           | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|---------------------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date           | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units                     | 0 <sup>(1)</sup>                                       | 07/21/2003                           |  | A                              |   | 28.14  |       | 07/21/2003   | 07/21/2003                | Common Stock  | 28.14                      | \$0  | 28.14  | D   |  |
| Restricted Stock Units                     | 0 <sup>(1)</sup>                                       | 07/21/2003                           |  | F                              |   |  | 28.14 | 07/21/2003   | 07/21/2003                | Common Stock  | 28.14                      | \$77.28                                    | 0  | D   |  |
| Phantom Stock                              | 0 <sup>(2)</sup>                                       | 07/21/2003                           |  | A                              |   | 1,913  |       | 01/21/2004   | 08/08/1988 <sup>(3)</sup> | Common Stock  | 1,913                      | \$77.28                                    | 99,643.743   | D   |  |
| Restricted Stock Units                     | 0 <sup>(1)</sup>                                       | 07/21/2003                           |  | A                              |   | 19,236   |       | 08/01/2004 <sup>(4)</sup>                                | 08/08/1988 <sup>(4)</sup> | Common Stock  | 19,236                     | \$0  | 19,236   | D   |  |
| Restricted Stock Units                     | 0 <sup>(1)</sup>                                       | 07/21/2003                           |  | A                              |   | 19,236   |       | 08/01/2005 <sup>(5)</sup>                                | 08/08/1988 <sup>(5)</sup> | Common Stock  | 19,236                     | \$0  | 38,472   | D   |  |

**Explanation of Responses:**

- Upon vesting of the restricted stock units, the reporting person is entitled to receive cash equal to the value of the underlying common stock on a one-for-one basis.
- These shares of phantom stock convert to common stock on a one-for-one basis.
- 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.
- The restricted stock units vest in twelve equal monthly installments, beginning on August 1, 2004.
- The restricted stock units vest in twelve equal monthly installments, beginning on August 1, 2005.

Tom Chapple, Attorney-in-Fact 07/23/2003

\*\* 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.

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