

U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

 FORM S-3
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

GANNETT CO., INC.
 (Exact Name of Registrant as Specified in Its Charter)

DELAWARE
 (State of Incorporation)

16-0442930
 (I.R.S. Employer Identification No.)

7950 JONES BRANCH DRIVE
 MCLEAN, VA 22107
 (703) 854-6000
 (Address, Including Zip Code, and Telephone Number, Including Area Code,
 of Registrant's Principal Executive Offices)

THOMAS L. CHAPPLE, ESQ.
 SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
 GANNETT CO., INC.
 7950 JONES BRANCH DRIVE
 MCLEAN, VA 22107
 (703) 854-6000
 (Name, Address, Including Zip Code, and Telephone Number Including Area Code,
 of Agent for Service)

 Copies of communications to:

RICHARD F. LANGAN, JR., ESQ.
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 401 NINTH STREET, N.W.
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: FROM TIME TO
 TIME AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT.

If the only securities being registered on this Form are being offered
 pursuant to dividend or interest reinvestment plans, please check the following
 box. []

If any of the securities being offered on this Form are to be offered on
 a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
 1933, other than securities offered only in connection with dividend or interest
 reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering
 pursuant to Rule 462(b) under the Securities Act, check the following box and
 list the Securities Act Registration Statement number of the earlier effective
 registration statement for the same offering. [X] File Nos. 33-63673 and
 33-58686

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
 under the Securities Act, check the following box and list the Securities Act
 Registration Statement Number of the earlier effective registration statement
 for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule
 434, please check the following box. []

 CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE

Debt Securities and Warrants to Purchase				

Debt Securities.....

\$300,000,000 (2)

100%

\$300,000,000 (2)

\$27,600.00

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- (1) Estimated solely for the purpose of determining the registration fee.
- (2) In U.S. dollars or equivalent thereof in foreign currency or foreign currency units.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement hereby incorporates by reference the contents of the Gannett Co., Inc. Registration Statements on Form S-3 (File Nos. 33-63673 and 33-58686), as amended, including the documents incorporated or deemed to be incorporated by reference therein. The form of prospectus contained in the earlier effective registration statement will reflect the aggregate amount of securities registered in this registration statement and the earlier effective registration statements. The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

CERTIFICATION

Gannett Co., Inc. hereby certifies to the Commission that it has instructed its bank to pay to the Commission the filing fee of \$27,600.00 for the additional securities being registered hereby as soon as practicable (but in any event no later than the close of business on March 12, 2002); that it will not revoke such instructions; that it has sufficient funds in the relevant account to cover the amount of the filing fee; and that it undertakes to confirm receipt of such instructions by the bank by no later than March 12, 2002.

ITEM 16. EXHIBITS

- Exhibit 5-1 - Opinion of Thomas L. Chapple, Esq. as to the legality of the securities to be issued
- Exhibit 23-1 - Consent of PricewaterhouseCoopers LLP
- Exhibit 23-2 - Consent of Thomas L. Chapple, Esq. (included as part of Exhibit 5-1)
- Exhibit 24-1 - Power of Attorney (included on the signature page hereto)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in McLean, Virginia, on the 19th day of February, 2002.

GANNETT CO., INC.

By: /s/ Thomas L. Chapple

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on February 19, 2002 in the capacities indicated below.

Signature	Title
/s/ Douglas H. McCorkindale ----- Douglas H. McCorkindale	Chairman, President, Chief Executive Officer, Director
/s/ Larry F. Miller ----- Larry F. Miller	Executive Vice President/Operations and Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned constitutes and appoints Douglas H. McCorkindale and Thomas L. Chapple, and each of them, with full power to act without the other, as said undersigned's true and lawful attorney-in-fact and agent, with full and several power of substitution, for said undersigned and in said undersigned's name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement and the registration statements on Form S-3 (File Nos. 33-63673 and 33-58686), as amended, pursuant to the Securities Act of 1933, as amended, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as said undersigned might or could

do in person, hereby ratifying and conforming all that said attorneys-in-fact and agents or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on February 19, 2002 in the capacities indicated below.

Signature - -----	Title -----
/s/ H. Jesse Arnelle ----- H. Jesse Arnelle	Director
/s/ Meredith A. Brokaw ----- Meredith A. Brokaw	Director
/s/ James A. Johnson ----- James A. Johnson	Director
/s/ Stephen P. Munn ----- Stephen P. Munn	Director
/s/ Samuel J. Palmisano ----- Samuel J. Palmisano	Director
/s/ Donna E. Shalala ----- Donna E. Shalala	Director
/s/ Karen Hastie Williams ----- Karen Hastie Williams	Director

INDEX OF EXHIBITS

Exhibit Number -----	Description of Exhibit -----
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[Gannett Letterhead]

March 11, 2002

Gannett Co., Inc.
7950 Jones Branch Drive
McLean, Virginia 22107

Ladies and Gentlemen:

As General Counsel of Gannett Co., Inc., a Delaware corporation (the "Company"), I have acted as counsel for the Company in connection with the preparation of a Registration Statement on Form S-3 (the "Additional Registration Statement") being filed with the Securities and Exchange Commission in connection with the issuance, from time to time, of up to \$300,000,000 aggregate principal amount of debt securities ("Debt Securities") and warrants to purchase debt securities ("Warrants") of the Company. The Company previously filed Registration Statements on Form S-3 (Nos. 33-63673 and 33-58686, as amended, the "Registration Statement") in connection with the issuance, from time to time, of up to \$1,500,000,000 aggregate principal amount of its Debt Securities and Warrants. The Additional Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act with respect to the Registration Statement to register additional securities. The Debt Securities, if issued, will be issued pursuant to an indenture dated as of March 1, 1983 between the Company and Citibank, N.A., as the trustee, as amended from time to time (the "Indenture"). The Warrants, if issued, will be issued pursuant to a Warrant Agreement in substantially the form filed as an exhibit to the Registration Statement.

As counsel to the Company, I have examined originals or copies certified, or otherwise identified to my satisfaction, of such documents, corporate records and instruments as I have deemed necessary or advisable for the purpose of this opinion. Based upon the foregoing, I am of the opinion that when (a) the Additional Registration Statement and any amendments thereto shall have become effective and the Registration Statement shall remain effective and (b) the Debt Securities and/or Warrants have been duly authorized and duly executed by the Company and, if appropriate, authenticated as provided in the Indenture or the Warrant Agreement and when duly paid for and delivered pursuant to a sale in the manner described in the Registration Statement, including the prospectus forming a part thereof and any prospectus supplement relating thereto, the Debt Securities and/or Warrants will be validly issued by the Company and will constitute valid and binding obligations of the Company, enforceable in accordance with their terms, subject to any applicable bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other laws relating to or affecting creditors' rights generally and general principles of equity.

I hereby consent to the filing of this opinion as an exhibit to the Additional Registration Statement and to being named under the caption "Legal Opinions" in the prospectus included in the Additional Registration Statement with respect to the matters stated herein. In giving such consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Act.

I hereby further consent to the filing of this opinion as an exhibit to applications to the securities commissioners of the various states of the United States, to the extent so required, in connection with the registration of the Debt Securities and/or Warrants.

This opinion is intended solely for your benefit in connection with the transaction described above and, except as provided in the two immediately preceding paragraphs, may not be otherwise communicated to, reproduced, filed publicly or relied upon by, any other person or entity for any other purpose without my express prior written consent. This opinion is limited to the matters stated herein, and no opinion or belief is implied or may be inferred beyond the matters expressly stated herein.

Very truly yours,

/s/ Thomas L. Chapple

Thomas L. Chapple

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of Gannett Co., Inc. of our report dated February 7, 2002 relating to the financial statements of Gannett Co., Inc. which appears in the Current Report on Form 8-K of Gannett Co., Inc. dated March 11, 2002.

PRICEWATERHOUSECOOPERS LLP
McLean, VA
March 11, 2002