

MALLARY RICHARD A
Form 4
May 06, 2002

OMB APPROVAL

OMB Number
Expires:
Estimated average burden
hours per response5

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

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

=====

1. Name and Address of Reporting Person*

Mallary Richard A.

(Last) (First) (Middle)

Gannett Co., Inc. 7950 Jones Branch Drive

(Street)

McLean Virginia 22107

(City) (State) (Zip)

=====

2. Issuer Name and Ticker or Trading Symbol

Gannett Co., Inc. ("GCI")
=====

3. IRS or Social Security Number of Reporting Person (Voluntary)

=====

4. Statement for Month/Year

April, 2002
=====

5. If Amendment, Date of Original (Month/Year)

=====

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Edgar Filing: MALLARY RICHARD A - Form 4

[] Director [] 10% Owner
 [X] Officer (give title below) [] Other (specify below)

Senior Vice President/Gannett Television

7. Individual or Joint/Group Filing
 (Check applicable line)

[X] Form filed by one Reporting Person
 [] Form filed by more than one Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock	04/10/02	M		1,920	A	\$37.375
Common Stock	04/10/02	S		1,920	D	\$79.00
Common Stock	04/10/02	M		2,875	A	\$54.31
Common Stock	04/10/02	S		2,875	D	\$79.00
Common Stock	To 03/31/02					
Common Stock	To 12/31/01					
Common Stock	To 04/30/02					

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially

Edgar Filing: MALLARY RICHARD A - Form 4

owned directly or indirectly.

FORM 4 (continued)

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

```

=====
1.          2.          3.          4.          5.          6.          7.
Title of    Con-       Trans-   Trans-   Number of   Exercisable and   Title and Amount
Derivative  version    action  action  of Derivative  Date             of Underlying
Security    or        Price   Code    Securities   Expiration Date  Securities
(Instr. 3)  Exer-     of     (Instr. (A) or Disposed  (Month/Day/Year)  (Instr. 3 and 4)
(Instr. 3)  cise      Deriv-  8)      Acquired (A)  Date             Amount
(Instr. 3)  Price    ative   (Instr. (A) or Disposed  Date             or
(Instr. 3)  of       Secur-  8)      of(D)         Expiration Date  Number
(Instr. 3)  Deriv-    ity     Code V  of(D)         Date             of
(Instr. 3)  ative    Year)   ----- -----        Exer-           tion           Shares
(Instr. 3)  ity      Year)   ----- -----        cisable        Date           Shares
(Instr. 3)  ity      Year)   ----- -----        cisable        Date           Shares
(Instr. 3)  ity      Year)   ----- -----        cisable        Date           Shares

-----
Stock Options   $37.375  04/10/02 M                 1,920  12/10/00 12/10/06 Common   1,920
Stock Options   $54.31   04/10/02 M                 2,875  12/05/04 12/05/10 Common   2,875
-----
-----
-----
-----
-----
-----
=====

```

Explanation of Responses:

(1) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.

Edgar Filing: MALLARY RICHARD A - Form 4

(2) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and Trust Company.

(3) Held by the trustee of the Company's Dividend Reinvestment Plan, Wells Fargo Bank Minnesota.

/s/Richard A. Mallery

05/06/02

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.

Page 2 of 2