

GANNETT CO INC /DE/  
Form 3/A  
January 13, 2003

**FORM 3**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

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(h) of the Investment  
Company Act of 1940

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|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person*                    |  | 2. Date of Event Requiring Statement<br>Month/Day/Year                        |  | 4. Issuer Name and Ticker or Trading Symbol  |  |
| Davidson Paul   |  | September 12, 2001  |  | Gannett Co., Inc. ("GCI")  |  |
| (Last) (First) (Middle)                                     |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |
| Gannett Co., Inc.<br>7950 Jones Branch Drive                |  |   |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)                      (specify below)  |  |
| (Street)  |  |   |  | Chief Executive/Newsquest Media<br>Group   |  |
| McLean, VA 22107  |  |   |  | 6. If Amendment, Date of Original (Month/Day/Year)<br>September 20, 2001   |  |
| (City) (State) (Zip)  |  |   |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |
| <b>Table I Non-Derivative Securities Beneficially Owned</b> |  |   |  |  |  |
| 1. Title of Security (Instr. 4)                             |  | 2. Amount of Securities Beneficially Owned (Instr. 4)                         |  | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)   |  |
|   |  |   |  | 4. Nature of Indirect Beneficial Ownership (Instr. 5)  |  |

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 5(b)(v).

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**FORM 3 (continued) Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/ Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|-----------------|---|----------------------------|--|---|---|
|  | Date Exercisable  | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| Employee Stock Option (right to buy)       | (1)   | 11/30/09        | Common Stock  | 13,000                     | \$71.5625  | D   |   |

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|   |                         |                         |                 |        |            |   |  |
|---|-------------------------|-------------------------|-----------------|--------|------------|---|--|
| Employee Stock Option<br>(right to buy) | <u>(2)</u>              | 07/24/10                | Common<br>Stock | 6,500  | \$56.25    | D |  |
| Employee Stock Option<br>(right to buy) | <u>(3)</u>              | 12/05/10                | Common<br>Stock | 13,500 | \$54.31    | D |  |
| Employee Stock Option<br>(right to buy) | 03/01/04 <sup>(4)</sup> | 09/01/04 <sup>(4)</sup> | Common<br>Stock | 300    | £32.24 GBP | D |  |

Explanation of Responses:

- (1) The option vests in four equal annual installments beginning on November 30, 2000.  
 (2) The option vests in four equal annual installments beginning on July 24, 2001.  
 (3) The option vests in four equal annual installments beginning on December 5, 2001.  
 (4) The option exercise date and expiration date may be deferred for up to six months under certain circumstances.

By: /s/ **Todd A. Mayman**  
**Attorney-in-Fact**

**January 13, 2003**  
 Date

\*\*Signature of Reporting Person

\*\*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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