GANNETT CO INC /DE/

Form 4

February 02, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

OMB APPROVAL

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response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCORKINDALE DOUGLAS H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

GANNETT CO INC /DE/ [GCI]

(Check all applicable)

GANNETT CO., INC., 7950 JONES

(Month/Day/Year)

_X__ Director 10% Owner

(Street)

02/01/2006

X_ Officer (give title Other (specify below) below) Chairman

BRANCH DRIVE

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 8)

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Middle)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MCLEAN, VA 22107

(State) (Zip)

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

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Transaction(s)

Ownership (Instr. 4) (Instr. 4)

Code V Amount (D) Price

(A)

(Instr. 3 and 4)

Reported

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

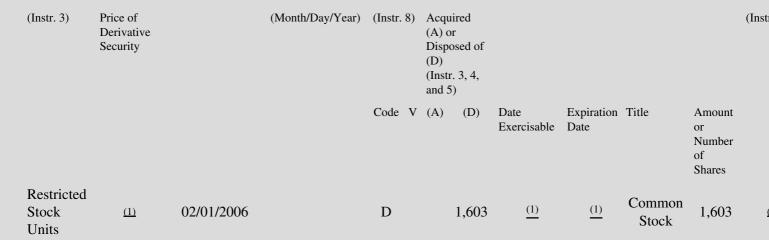
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCORKINDALE DOUGLAS H GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	X		Chairman	

Signatures

/s/ Todd A. Mayman, Attorney-in-Fact 02/02/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

Election by reporting person, effective upon vesting of 1,603 restricted stock units on February 1, 2006, to dispose of the units to the issuer by receiving a credit in a deferred compensation account for the fair market value on that date, or if not a business day, on the next business day thereafter, of the shares of common stock underlying the units, at the rate of \$63.00 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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