

Dickey Robert J.
Form 3
March 05, 2008

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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Dickey Robert J.

(Last) (First) (Middle)

GANNETT CO., INC.,Â 7950
JONES BRANCH DRIVE

(Street)

MCLEAN,Â VAÂ 22107

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/03/2008

3. Issuer Name **and** Ticker or Trading Symbol
GANNETT CO INC /DE/ [GCI]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other

(give title below) (specify below)

Pres./US Community Publishing

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting

Person

____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

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)

Common Stock

1,460

D

Â

Common Stock

218.122

I

By 401(k) ⁽¹⁾

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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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

5. Ownership
Form of
Derivative

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------|--------------------|-----------------|----------------------------------|------------------------|---|---|
| Restricted Stock Units | 12/09/2009 | 12/09/2009 | Common Stock | 1,100 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 10/23/2010 | 10/23/2010 | Common Stock | 4,000 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 12/08/2010 | 12/08/2010 | Common Stock | 1,200 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 12/07/2011 | 12/07/2011 | Common Stock | 3,600 | \$ <u>(2)</u> | D | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 12/08/2008 | Common Stock | 7,380 | \$ 65 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 12/07/2009 | Common Stock | 9,000 | \$ 74.5 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u> | 07/24/2010 | Common Stock | 4,700 | \$ 56.25 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 12/05/2010 | Common Stock | 8,000 | \$ 54.31 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(7)</u> | 12/04/2011 | Common Stock | 1,100 | \$ 69.35 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(8)</u> | 12/02/2011 | Common Stock | 12,500 | \$ 69.35 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(9)</u> | 12/03/2012 | Common Stock | 14,500 | \$ 70.21 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(10)</u> | 12/12/2013 | Common Stock | 13,000 | \$ 87.33 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(11)</u> | 12/10/2012 | Common Stock | 11,000 | \$ 80.9 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(12)</u> | 12/10/2012 | Common Stock | 7,500 | \$ 63.86 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(13)</u> | 12/09/2013 | Common Stock | 33,000 | \$ 60.29 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(14)</u> | 02/27/2015 | Common Stock | 20,000 | \$ 61.26 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(15)</u> | 02/26/2016 | Common Stock | 20,000 | \$ 31.75 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dickey Robert J. GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | Â | Â | Â Pres./US Community Publishing | Â |

Signatures

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

03/05/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Based on a plan statement dated March 5, 2008.
 - (2) Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.
 - (3) The option vested in four equal annual installments beginning on December 8, 1999.
 - (4) The option vested in four equal annual installments beginning on December 7, 2000.
 - (5) The option vested in four equal annual installments beginning on July 24, 2001.
 - (6) The option vested in four equal annual installments beginning on December 5, 2001.
 - (7) The option vested as to all 1,100 shares on December 4, 2001.
 - (8) The option vested in four equal annual installments beginning on December 4, 2002.
 - (9) The option vested in four equal annual installments beginning on December 3, 2003.
 - (10) The option vested as to 3,250 shares on December 12, 2004 and as to the remaining 9,750 on December 23, 2004.
 - (11) The option vested as to all 11,000 shares on October 28, 2005.
 - (12) The option vested as to 5,625 shares in three equal annual installments beginning on December 10, 2005, and will vest as to the remaining 1,875 shares on December 10, 2008.
 - (13) The option vested as to 16,500 shares in two equal annual installments beginning on December 9, 2006, and will vest as to the remaining 16,500 shares in two equal annual installments beginning on December 9, 2008.
 - (14) The option vested as to 5,000 shares on February 28, 2008, and will vest as to the remaining 15,000 shares in three equal annual installments beginning on February 28, 2009.
 - (15) The option will vest in four equal annual installments beginning on February 27, 2009.

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Remarks:

ExhibitÂ 24-Â PowerÂ ofÂ Attorney

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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