GANNETT CO INC /DE/ Form 5 January 31, 2001

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

FORM 5

ANNUAL 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).								
[] Form 3 Holdings Reported								
[] Form 4 Transa	ctions Reported							
1. Name and Addres	s of Reporting Person	;======== 1*						
Rosenburgh	Carleton	F.						
(Last)	(First)	(Middle)						
Gannett Co., Inc.	Gannett Co., Inc. 1100 Wilson Boulevard							
	(St	reet)						
Arlington	Vir	rginia	22234					
(City)	(St	ate)	(Zip)					
2. Issuer Name and	Ticker or Trading Sy	:=====================================						
Gannett Co., Inc.	("GCI")							
3. IRS or Social So	ecurity Number of Rep	porting Person (Voluntary	······································					
4. Statement for M	 onth/Year	:======================================						
December, 2000								
5. If Amendment, Do	========================== ate of Original (Mont	:=====================================	=======================================					

6. Relationship of Reporting Person (Check all applicable)	to Issuer			==	
[] Director [X] Officer (give title below					
Senior Vice President/Newspaper Divi					
7. Individual or Joint/Group Filing (Check applicable line)		========		==	
[X] Form filed by one Reporting		son			
Table I Non-Derivative or Bene	e Securities Ace eficially Owned	quired, Dispos	ed of,		
			4. Securities According Disposed of (Instr. 3, 4 and Instr. 3)	D) and 5)	
1. Title of Security (Instr. 3)	Date	(Instr. 8)	Amount	(A) or (D)	
Common Stock					
Common Stock					
Common Stock					
Common Stock					
Common Stock					

^{*} 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 owned directly or indirectly.

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FORM 5 (continued)

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

	2. Conversion or Exercise 3. Price Trans	3. Trans-	4.	5. Number of Derivative Securities Acquired (A) or Disposed			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative Security (Instr. 3)	of Deriv- ative		Trans- action Code (Instr.	of (D) (Instr. 3, 4 and 5)	(Month/Da	ay/Year) Expira- tion	Title	Amount or Number of Shares
Stock Options/ Option Surrender Rights	\$56.25	7/24/00	A	7,500	7/24/04	7/24/10	Common Stock	7,500
Stock Options/ Option Surrender Rights	\$54.31	12/05/00	A	11,000	12/05/04	12/05/10	Common Stock	11,000

Explanation of Responses:

- (1) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.
- (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.
- (4) Held by the spouse and/or immediate family of reporting person. Beneficial ownership is disclaimed.

/s/Carleton F. Rosenburgh

1/31/01

**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.

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