IVEY DENISE Form 5 January 28, 2002

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

FORM 5

#### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	ANNOAL STATEMENT OF CHANGES IN DENEFICIAL 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 Transactions Reported							
1.	Name and Address of Report	ing Person*						
Ive	Den:	se	н.					
	(Last) (First	 st)	(Middle)					
Gar	nett Co., Inc.	7950 Jones Br	anch Drive					
		(Street)						
McLean		Virginia		22107				
	(City)	(State)		(Zip)				
2.	2. Issuer Name and Ticker or Trading Symbol							
Gar	Gannett Co., Inc. ("GCI")							
3.	3. IRS or Social Security Number of Reporting Person (Voluntary)							
4.	4. Statement for Month/Year							
Dec	December, 2001							
===								

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

6. Relationship of Reporting Person	======================================		=========	==				
(Check all applicable)								
[ ] Director [ X ] Officer (give title below		] 10% Owne ] Other (s						
Group President/Gulf Coast Newspaper Group								
7. Individual or Joint/Group Filing (Check applicable line)								
[ X ] Form filed by one Reporting [ ] Form filed by more than one		son						
Table I Non-Derivative or Bene	Securities Acc ficially Owned	quired, Dispos	ed of,					
	2.	3.	4. Securities According of (Instr. 3, 4 a	)) and 5)				
1. Title of Security (Instr. 3)	Transaction Date	Transaction Code (Instr. 8)	Amount	(A) or (D)				
Common Stock								
Common Stock								
Common Stock								

<sup>\*</sup> 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. Trans. 4	4.	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative Security (Instr. 3)	of Deriv- ative	Trans- action Date (Month/ Day/ Year)	Trans- action Code	or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	(Month/Da	ay/Year)  Expira-	Title	Amount or Number of Shares
Stock Options	\$69.35	12/04/01	A	1,600	12/04/01	12/04/11	Common Stock	1,600
Stock Options	\$69.35	12/04/01	A	17,000	12/04/05	12/02/11	Common Stock	17,000

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.

/s/ Denise H. Ivey 01/28/02

\*\*Signature of Reporting Person Date

 $\ensuremath{^{**}}$  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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