

Mayman Todd A.  
Form 4  
December 14, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Mayman Todd A.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O GANNETT CO., INC., 7950  
JONES BRANCH DRIVE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/10/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sen. VP, Gen. Counsel and Sec.

MCLEAN, VA 22107

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common Stock                    | 12/13/2010                           |  | M                              | 5,750 A \$ 7.53   | 7,105.437   | D  |   |
| Common Stock                    | 12/13/2010                           |  | M                              | 17,500 A \$ 4.37  | 24,605.437  | D  |   |
| Common Stock                    | 12/13/2010                           |  | S                              | 23,250 D \$ 15.6161   | 1,355.437   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,818   | I  | By 401(k) Plan  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |        |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A)    | (D) | Date Exercisable   | Expiration Date |   |                            |
| Restricted Stock Units                     | <u>(1)</u>   | 12/10/2010                           |  | A                              |   | 22,000 |     | 12/10/2014   | 12/10/2014      | Common Stock  | 22                         |
| Employee Stock Option (Right to Buy)       | \$ 7.53  | 12/13/2010                           |  | M                              |   | 5,750  |     | <u>(2)</u>   | 12/12/2016      | Common Stock  | 5                          |
| Employee Stock Option (Right to Buy)       | \$ 4.37  | 12/13/2010                           |  | M                              |   | 17,500 |     | <u>(3)</u>   | 12/12/2016      | Common Stock  | 17                         |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Mayman Todd A.  
C/O GANNETT CO., INC.  
7950 JONES BRANCH DRIVE  
MCLEAN, VA 22107

Sen. VP, Gen. Counsel and Sec.

## Signatures

/s/ Todd A.  
Mayman

12/14/2010

\_\_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).

- (1) Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.
- (2) The option has vested as to 5,750 shares and will vest as to the remaining shares in two equal annual installments beginning on December 12, 2011.
- (3) The option has vested as to 17,500 shares and will vest as to the remaining shares in two equal annual installments beginning on December 12, 2011.  
The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.6001 to \$15.635, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4)

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.