

Hart Michael A.
Form 3
May 17, 2012

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hart Michael A. | | (Month/Day/Year) | GANNETT CO INC /DE/ [GCI] | |
| (Last) | (First) | (Middle) | 05/14/2012 | |
| C/O GANNETT CO., INC.,Â 7950 JONES BRANCH DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MCLEAN,Â VAÂ 22107 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Vice President and Treasurer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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 | 3,295 | D | Â |
| Common Stock | 5,572.8 | I | By 401(k) Plan |

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

SEC 1473 (7-02)

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Phantom Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 4,424.62 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 12/12/2012 | 12/12/2012 | Common Stock | 3,000 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Units | 12/11/2013 | 12/11/2013 | Common Stock | 3,700 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Units | 12/10/2014 | 12/10/2014 | Common Stock | 6,000 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Units | 12/31/2015 | 12/31/2015 | Common Stock | 5,385 | \$ <u>(3)</u> | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(4)</u> | 12/03/2012 | Common Stock | 12,000 | \$ 70.21 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(5)</u> | 12/12/2013 | Common Stock | 11,000 | \$ 87.33 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(6)</u> | 12/10/2012 | Common Stock | 10,500 | \$ 80.9 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(7)</u> | 12/09/2013 | Common Stock | 7,200 | \$ 60.29 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(8)</u> | 12/08/2014 | Common Stock | 6,000 | \$ 59.96 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(9)</u> | 12/07/2015 | Common Stock | 3,600 | \$ 35.84 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(10)</u> | 12/12/2016 | Common Stock | 10,000 | \$ 7.53 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(11)</u> | 12/11/2017 | Common Stock | 11,000 | \$ 13.16 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(12)</u> | 12/10/2018 | Common Stock | 15,000 | \$ 15.69 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hart Michael A. C/O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | Â | Â | Â Vice President and Treasurer | Â |

Signatures

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

05/17/2012

__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) Each share of phantom stock is payable in cash or stock, at the election of the reporting person, on various dates selected by the reporting person or as otherwise provided in the Issuer's Deferred Compensation Plan.
- (2) Each share of phantom stock is the economic equivalent of one share of Gannett common stock.
- (3) Each restricted stock unit represents a contingent right to receive on share of the underlying common stock.
- (4) The option vested in four equal annual installments beginning on December 3, 2003.
- (5) The option vested in four equal annual installments beginning on December 12, 2004.
- (6) The option vested in four equal annual installments beginning on December 10, 2005.
- (7) The option vested in four equal annual installments beginning on December 9, 2006.
- (8) The option vested in four equal annual installments beginning on December 8, 2007.
- (9) The option vested in four equal annual installments beginning on December 7, 2008.
- (10) The option vested as to 7,500 shares in three equal annual installments beginning on December 12, 2009 and will vest as to the remaining 2,500 on December 12, 2012.
- (11) The option vested as to 5,500 shares in two equal annual installments beginning on December 11, 2010 and will vest as to the remaining 5,500 in two equal annual installments beginning on December 11, 2012.
- (12) The option vested as to 3,750 shares on December 10, 2011 and will vest as to the remaining 11,250 in three equal annual installments beginning on December 10, 2012.

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.