

Behan William A.  
Form 3  
March 02, 2010

**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	
Behan William A.		(Month/Day/Year)	GANNETT CO INC /DE/ [GCI]	
(Last)	(First)	(Middle)	03/01/2010	
GANNETT CO., INC., 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, VA 22107			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior VP/Labor Relations	

**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	149	D	
Common Stock	292.111	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 (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	12/08/2010	12/08/2010	Common Stock	330	\$ <u>(1)</u>	D	Â
Restricted Stock Units	08/03/2011	08/03/2011	Common Stock	250	\$ <u>(1)</u>	D	Â
Restricted Stock Units	12/07/2011	12/07/2011	Common Stock	800	\$ <u>(1)</u>	D	Â
Restricted Stock Units	12/12/2012	12/12/2012	Common Stock	2,500	\$ <u>(1)</u>	D	Â
Restricted Stock Units	12/11/2013	12/11/2013	Common Stock	2,800	\$ <u>(1)</u>	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	07/24/2010	Common Stock	575	\$ 56.25	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	12/05/2010	Common Stock	875	\$ 54.31	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	12/02/2011	Common Stock	4,600	\$ 69.35	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	12/03/2012	Common Stock	5,800	\$ 70.21	D	Â
Employee Stock Option (Right to Buy)	Â <u>(6)</u>	12/12/2013	Common Stock	5,400	\$ 87.33	D	Â
Employee Stock Option (Right to Buy)	Â <u>(7)</u>	12/10/2012	Common Stock	5,600	\$ 80.9	D	Â
Employee Stock Option (Right to Buy)	Â <u>(8)</u>	12/09/2013	Common Stock	3,600	\$ 60.29	D	Â
Employee Stock Option (Right to Buy)	Â <u>(9)</u>	12/08/2014	Common Stock	2,800	\$ 59.96	D	Â
Employee Stock Option (Right to Buy)	Â <u>(10)</u>	12/07/2015	Common Stock	2,000	\$ 35.84	D	Â
Employee Stock Option (Right to Buy)	Â <u>(11)</u>	12/12/2016	Common Stock	4,500	\$ 7.53	D	Â
Employee Stock Option (Right to Buy)	Â <u>(12)</u>	12/11/2017	Common Stock	5,000	\$ 13.16	D	Â

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer

Other

Behan William A.  
GANNETT CO., INC.  
7950 JONES BRANCH DRIVE  
MCLEAN, VA 22107

Â      Â      Â Senior VP/Labor Relations    Â

## Signatures

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

03/02/2010

\_\_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 restricted stock unit represents a contingent right to receive one share of the underlying common stock.
  - (2) The option vested in four equal annual installments beginning on July 24, 2001.
  - (3) The option vested in four equal annual installments beginning on December 5, 2001.
  - (4) The option vested in four equal annual installments beginning on December 4, 2002.
  - (5) The option vested in four equal annual installments beginning on December 3, 2003.
  - (6) The option vested in four equal annual installments beginning on December 12, 2004.
  - (7) The option vested in four equal annual installments beginning on December 10, 2005.
  - (8) The option vested in four equal annual installments beginning on December 9, 2006.
  - (9) The option vested as to 2,100 shares in three equal annual installments beginning on December 8, 2007 and will vest as to the remaining 700 shares on December 8, 2010.
  - (10) The option vested as to 1,000 shares in two equal annual installments beginning on December 7, 2008 and will vest as to the remaining 1,000 shares in two equal annual installments beginning on December 7, 2010.
  - (11) The option vested as to 1,125 shares on December 12, 2009 and will vest as to the remaining 3,375 shares in three equal annual installments beginning on December 12, 2010.
  - (12) The option vests in four equal annual installments beginning on December 11, 2010.

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