

Edgar Filing: GANNETT CO INC /DE/ - Form 5

=====
 6. Relationship of Reporting Person to Issuer
 (Check all applicable)

[X] Director [] 10% Owner
 [] Officer (give title below) [] Other (specify below)

=====
 7. Individual or Joint/Group Filing
 (Check applicable line)

[X] Form filed by one Reporting Person
 [] Form filed by more than one Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Amount	(A) or (D)	Price

 Common Stock

 Common Stock

=====
 * If the form is filed by more than one Reporting Person, see Instruction
 4 (b) (v).

Edgar Filing: GANNETT CO INC /DE/ - Form 5

Explanation of Responses:

(1)Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.

/s/Samuel J. Palmisano

2/05/01

**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.

Page 2 of 2

(122795DTI)