

Louis John Jeffry  
 Form 4  
 December 14, 2012

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
 Louis John Jeffry

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)

GANNETT CO., INC., 7950 JONES BRANCH DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
 12/12/2012

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

MCLEAN, VA 22107

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 (A) or (D) Price                                         |                                                                                               |                                                          |                                                       |
| Common Stock                    | 12/12/2012                           |                                                    | M                              | 14,667 A \$ 3.75                                                  | 30,820                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/12/2012                           |                                                    | M                              | 32,353 A \$ 3.4                                                   | 63,173                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/12/2012                           |                                                    | M                              | 3,750 A \$ 3.4                                                    | 66,923                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/12/2012                           |                                                    | M                              | 77,647 A \$ 3.4                                                   | 144,570                                                                                       | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 28,026                                                                                        | I                                                        | By John J. Louis, Jr. Trust under                     |

Edgar Filing: Louis John Jeffry - Form 4

|              |  |  |  |        |   |                                                                                                                                                                            |
|--------------|--|--|--|--------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Common Stock |  |  |  | 36,389 | I | the Will of John J. Louis fbo Kimberly C. Louis Stewart <sup>(1)</sup><br>By John J. Louis, Jr. Trust under the Will of John J. Louis fbo John Jeffry Louis <sup>(1)</sup> |
| Common Stock |  |  |  | 12,820 | I | By John J. Louis, Jr. Trust under the Will of John J. Louis fbo Tracy L. Merrill <sup>(1)</sup>                                                                            |
| Common Stock |  |  |  | 49,649 | I | By Marital Trust U/A John J. Louis, Jr. Trust <sup>(1)</sup>                                                                                                               |

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 Securities (Instr. 3 and 4) |       |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title | Amount or Number of Shares |
|                                            | \$ 3.75                                                | 12/12/2012                           |                                                    | M                              | 14,667                                                                                  | <sup>(2)</sup>                                           | 02/24/2017                                                    |       | 14,667                     |

|                                                  |        |            |   |        |            |            |                 |                 |  |
|--------------------------------------------------|--------|------------|---|--------|------------|------------|-----------------|-----------------|--|
| Director<br>Stock<br>Option<br>(Right to<br>Buy) |        |            |   |        |            |            |                 | Common<br>Stock |  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 3.4 | 12/12/2012 | M | 32,353 | 04/28/2009 | 04/28/2017 | Common<br>Stock | 32,353          |  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 3.4 | 12/12/2012 | M | 3,750  | (3)        | 04/28/2017 | Common<br>Stock | 3,750           |  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 3.4 | 12/12/2012 | M | 77,647 | (2)        | 04/28/2017 | Common<br>Stock | 77,647          |  |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |         |       |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                       | Director      | 10% Owner | Officer | Other |
| Louis John Jeffry<br>GANNETT CO., INC.<br>7950 JONES BRANCH DRIVE<br>MCLEAN, VA 22107 | X             |           |         |       |

## Signatures

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

12/14/2012

\*\*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) The reporting person resigned as trustee of the trust but retains investment power and voting power for the trust.
  - (2) The option is fully vested.
  - (3) The option is vested with respect to 3,750 shares and vests with respect to the remaining shares on April 28, 2013.

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.