

Edgar Filing: GANNETT CO INC /DE/ - Form 4

[X] Officer (give title below) [] Other (specify below)

Senior Vice President/Gannett Television

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	05/14/01	M	2,955	A	\$37.3750 Se
Common Stock	05/14/01	S	2,955	D	\$66.8313 Se
Common Stock	05/14/01	M	1,850	A	\$59.50 Se
Common Stock	05/14/01	S	1,850	D	\$66.8313 0
Common Stock	To 03/31/01				2,
Common Stock	To 04/30/01				

* If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v)

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

FORM 4 (continued)

Table II -- Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Options	\$37.3750	05/14/01	M	2,995	12/10/00 12/10/06	Common Stock 2,955
Stock Options	\$59.50	05/14/01	M	1,850	12/09/01 12/09/07	Common Stock 1,850

Explanation of Responses:

- (1) Held by the trustee of the Company's 401(k) Plan, Boston Safe Deposit and Trust Company
- (2) Held by the trustee of the Company's Deferred Compensation Plan, The Northern Trust Company.

/s/Ardyth R. Diercks

06/11/01

**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.