

GANNETT CO INC /DE/
Form 3
July 27, 2006

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 Horning Roxanne V | | (Month/Day/Year) | GANNETT CO INC /DE/ [GCI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/25/2006 | | |
| GANNETT CO., INC.,Â 7950 | | | (Check all applicable) | |
| JONES BRANCH DRIVE | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| MCLEAN,Â VAÂ 22107 | | | Senior VP/Human Resources | |
| (City) | (State) | (Zip) | | 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 | 2,274.816 | D | Â |
| Common Stock | 1,231.286 | I | By 401(k) |

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) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Phantom Stock | Â (1) | Â (1) | Common Stock | 1,539.313 | \$ (2) | D | Â |
| Restricted Stock Units | 12/09/2009 | 12/09/2009 | Common Stock | 650 | \$ (3) | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 12/08/2008 | Common Stock | 4,960 | \$ 65 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 12/07/2009 | Common Stock | 5,800 | \$ 74.5 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 12/02/2011 | Common Stock | 9,800 | \$ 69.35 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 12/03/2012 | Common Stock | 10,000 | \$ 70.21 | D | Â |
| Employee Stock Option (right to buy) | Â (8) | 12/03/2012 | Common Stock | 4,600 | \$ 75.3 | D | Â |
| Employee Stock Option (right to buy) | Â (9) | 12/12/2013 | Common Stock | 14,000 | \$ 87.33 | D | Â |
| Employee Stock Option (right to buy) | 10/25/2005 | 12/10/2012 | Common Stock | 14,500 | \$ 80.9 | D | Â |
| Employee Stock Option (right to buy) | Â (10) | 12/10/2012 | Common Stock | 3,000 | \$ 79.29 | D | Â |
| Employee Stock Option (right to buy) | Â (11) | 12/09/2013 | Common Stock | 12,300 | \$ 60.29 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Horning Roxanne V GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | Â | Â | Â Senior VP/Human Resources | Â |

Signatures

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

07/27/2006

__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) These shares of phantom stock are 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 common stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.
- (4) The option vested in four equal annual installments beginning on December 8, 1999.
- (5) The option vested in four equal annual installments beginning on December 7, 2000.
- (6) The option vested in four equal annual installments beginning on December 4, 2002.
- (7) The option vested as to 7,500 shares in three equal annual installments beginning on December 3, 2003, and will vest as to the remaining 2,500 shares on December 3, 2006.
- (8) The option vested as to 3,450 shares in three equal annual installments beginning on December 3, 2003, and will vest as to the remaining 1,150 shares on December 3, 2006.
- (9) The option vested as to 3,500 shares on December 12, 2004, and vested as to the remaining 10,500 shares on December 23, 2004.
- (10) The option vested as to 750 shares on December 10, 2005, and will vest as to the remaining 2,250 shares in three equal annual installments beginning on December 10, 2006.
- (11) The option will vest in four equal annual installments beginning on December 9, 2006.

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.