McCune Scott K Form 4 May 17, 2012

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McCune Scott K			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			GANNETT CO INC /DE/ [GCI]				Lj	(Check all applicable)			
(Last)	(First) (	Middle)		Earliest Tra	ansaction						
GANNETT CO., INC., 7950 JONES BRANCH DRIVE			(Month/Day/Year) 05/15/2012					_X_ Director Officer (gives below)		We Owner Owner (specify	
	(Street)		4. If Amer	ndment, Dat	te Original			6. Individual or	Joint/Group Fili	ng(Check	
Fi			Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
MCLEAN, VA 22107											
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	l (A) of (D) 4 and (A) or	))	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)	
Common Stock	05/15/2012			M	3,750	A	\$ 3.4	10,750	D		

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

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

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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. Transacti Code (Instr. 8)	5. Number one 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
Director Stock Option (Right to Buy)	\$ 3.4	05/15/2012		M	3,750	<u>(1)</u>	04/28/2017	Common Stock	3,750

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
McCune Scott K GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	X					

# **Signatures**

/s/ Todd A. Mayman, Attorney-in-Fact 05/17/2012

## **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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).

Date

(1) The option vested as to 1,250 shares on each of April 28, 2010, April 28, 2011 and April 28, 2012 and vests as 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.

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