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MCCORKINDALE DOUGLAS H

Form 4/A December 26, 2002

Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See instructions 1(b).

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. Name and Address of Reporting Person* McCorkindale Douglas H.						6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle) Gannett Co., Inc. 7950 Jones Branch Drive					4. Statement for Month/Day/Year October 15, 2002			[X] Director [_] 10% Owner [X] Officer (give [_] Other (specify title below) below				
(Street)				(Original (Mon	th/Day/		7. Individual or Joint/Group Filing (Check Applicable Line) [X] Form filed by One Reporting Person [] Form filed by More than One				
McLean VA 22107 (City) (State) (Zip)				Table I - Non-Derivative Securities Acqui								
Date (mm/dd/yy) Exec		cution Code		n	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Owner- ship Form:	Indire Benef Owne	7. Nature of Indirect Beneficial Ownership	
	-	l/yy	Code	v	Amount	(A) or (D)	Price	Following Reported Transaction (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	(Instr	. 4)	
	(Middle) (Ve (Zip) 2. Transaction	(Middle) (Middle) (Ve (Zip) 2. Transaction Date (mm/dd/yy) Date, if any	(Middle) 3. I.R.S. Identif Number Report if an er (volunt) 2. Transaction Date (mm/dd/yy) 2. Transaction Date (mm/dd/yy) 3. I.R.S. Identif Number Report if an er (volunt) 3. I.R.S. Identif Number Report if an er (volunt) 4. Deemed Execution Date (mm/dd/yy)	(Middle) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) (voluntary) 2. Transaction Date (mm/dd/yy) 2. Transaction Date (mm/dd/yy) 2. Transaction Date (mm/dd/yy)	(Middle) S. H. Gannett Co., Inc. ('State of the content of the c	(Middle) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) (Ve) (Zip) Table I - Non-Derivative Securities or Disposed (Instr. 3, 4 a any (mm/dd/yy) (Instr. 8) 4. Statement for Month/Day/You description of Month/Day/You description of Reporting Person, if an entity (voluntary) 5. If Amendmon October 15, 20 4. Securities or Disposed (Instr. 3, 4 a any (mm/dd/yy) 4. Securities or Disposed (Instr. 3, 4 a any (mm/dd/yy)	(Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 5. If Amendment, Dat Original (Month/Day/Year) Cotober 22, 2002 (Zip) Table I - Non-Derivative Securities 2. Transaction Date (mm/dd/yy) 2. Transaction Date (mm/dd/yy) Code (Instr. 8) A. Statement for Month/Day/Year October 15, 2002 4. Statement for Month/Day/Year October 25, 2002 4. Securities Acquir or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8) (A) Code V Amount or	(Middle) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 5. If Amendment, Date of Original (Month/Day/Year) October 15, 2002 (Zip) Table I - Non-Derivative Securities Acquomed 2. Transaction Date (mm/dd/yy) Date (mm/dd/yy) A. Statement for Month/Day/Year October 15, 2002 4. Securities Acquomed (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8) (A) Price	SH. Gannett Co., Inc. ("GCI") Salary (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 5. If Amendment, Date of Original (Month/Day/Year) Chain Chie 5. If Amendment, Date of Original (Month/Day/Year) Chain Chie 5. If Amendment, Date of Original (Month/Day/Year) Chain Chie Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Code (Instr. 8) Code V Amount or Price (Check all app. [X] Director Owner [X] Director Owner [X] Officer (specify) Itit A. Statement for Month/Day/Year October 15, 2002 Table of Original (Month/Day/Year) A. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Securities Securit	See H. Gannett Co., Inc. ("GCI") (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 5. If Amendment, Date of Original (Month/Day/Year) Chairman, Prese Chief Executive Table I - Non-Derivative Securities Acquired, Disposed of, or Owned (Instr. 3, 4 and 5) Code (Instr. 8) Issuer (Check all applicable) [X] Director Owner [X] Officer (give (specify) title below) [X] Form filed by One R [L] Form filed by More Reporting Person 7. Individual or Joint/Gree (Check Applicable Line) [X] Form filed by More Reporting Person 7. Individual or Joint/Gree (Check Applicable Line) [X] Form filed by More Reporting Person 7. Individual or Joint/Gree (Check Applicable Line) [X] Form filed by More Reporting Person 7. Individual or Joint/Gree (Check Applicable Line) [X] Form filed by More Reporting Person 8. Code (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) Code (Instr. 3 and (I) (Instr. 3 and (I)) (Instr. 3 and (I)) Code (Instr. 3 and (I)) (Instr. 3 and (I)) Code (Instr. 3 and (I)) (Instr. 3 and (I)) Code (Instr. 3 and (I)) (Instr. 3 and (I))	Sh. Gannett Co., Inc. ("GCI") (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 5. If Amendment, Date of Original (Month/Day/Year) October 15, 2002 5. If Amendment, Date of Original (Month/Day/Year) October 22, 2002 7. Individual or Joint/Group Filin (Check Applicable Line) [X] Form filed by One Reporting Person or Date of Original (Month/Day/Year) [X] Form filed by More than On Reporting Person 2. Transaction Date (mm/dd/yy) Date (mm/dd/yy) Code V Amount or Price or Price of One of Price or Check all applicable) [X] Director [L] Owner [X] Officer (give (specify) [X] Form filed by More than On Reporting Person 7. Individual or Joint/Group Filin (Check Applicable Line) [X] Form filed by More than On Reporting Person 7. Individual or Joint/Group Filin (Check Applicable) [X] Form filed by More than On Reporting Person [X] Form filed by More than On Repo	

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 Number.

FORM 4 (continued) 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	3. Transaction Date (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of(D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9.Number of Deriv- ative Secur- ities
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^{*} If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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	Security			Code	V	(Instr. 3, 4 5)	and (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Bene- ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4)
Phantom Stock	1-for-1	9/13/02	9/18/02	A		610.783		Immed.		Common Stock	610.783	\$75.75	
Phantom Stock	1-for-1	10/15/02	10/18/02	A		602.140		Immed.		Common Stock	602.140	\$76.81	91,798.900

Explanation of Responses:

By:/s/ Todd A. Mayman Attorney-in-Fact December 26, 2002 Date

**Signature of Reporting Person

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 is insufficient, see Instruction 6 for procedure.

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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations.