

GANNETT CO INC /DE/
Form 3
June 26, 2015

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 McClelland Clifton A. III | | (Month/Day/Year) | GANNETT CO INC /DE/ [GCI] | |
| (Last) | (First) | (Middle) | 06/16/2015 | |
| C/O GANNETT CO., INC.,Â 7950 JONES BRANCH DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | VP, Controller, Prin. Acc. Off | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| MCLEAN,Â VAÂ 22107 | | | | |
| (City) | (State) | (Zip) | | |

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 | 11,091 | D | Â |
| Common Stock | 1,068.12 | I | By 401(k) Plan |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Phantom Stock | Â (1) | Â (1) | Common Stock | 1,035.2 | \$ (2) | D | Â |
| Restricted Stock Units | 12/31/2015 | 12/31/2015 | Common Stock | 5,677 | \$ (3) | D | Â |
| Restricted Stock Units | 12/31/2016 | 12/31/2016 | Common Stock | 4,606 | \$ (3) | D | Â |
| Restricted Stock Units | 12/31/2017 | 12/31/2017 | Common Stock | 2,756 | \$ (3) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 2,775 | \$ (3) | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 12/07/2015 | Common Stock | 1,800 | \$ 35.47 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 12/12/2016 | Common Stock | 1,250 | \$ 7.53 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 12/11/2017 | Common Stock | 5,000 | \$ 13.16 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 12/10/2018 | Common Stock | 5,000 | \$ 15.69 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McClelland Clifton A. III C/O GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | Â | Â | Â VP, Controller, Prin. Acc. Off | Â |

Signatures

/s/ Akinyale S. Harrison,
Attorney-in-Fact

06/26/2015

**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) Each share of phantom stock is 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 Gannett common stock.

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(3) Each restricted stock unit represents a contingent right to receive one share of Gannett common stock.

The restricted stock units vest in four equal annual installments beginning on December 31, 2015. Vested shares will be delivered to the

(4) reporting person upon the earliest to occur of the termination of employment of the reporting person, a change in control of the Issuer, and December 31, 2018.

(5) The option is fully vested.

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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