## Edgar Filing: Behan William A. - Form 4

Behan Willia Form 4	am A.										
December 14	4, 2012										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL				
	UNITEDS	STATES		TTIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check the if no long	aer.		Expires:	January 31, 2005							
subject to Section 1 Form 4 o Form 5	6. r	STATEMENT OF CHANGES IN BENEFICIAL OWNER								iverage rs per 0.5	
obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	) of the H	Public Ut		ling Con	ipany	y Act of	1935 or Section	1		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Behan William A.			2. Issuer Name <b>and</b> Ticker or Trading Symbol GANNETT CO INC /DE/ [GCI]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Cho				(Check	ck all applicable)					
()				(Month/Day/Year) 12/12/2012				Director       10% Owner         Officer (give title       Other (specify below)         below)       below)         Senior VP/Labor Relations			
				Amendment, Date Original Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
MCLEAN,	VA 22107							Form filed by M Person	lore than One Re	porting	
(City)	(State) (	Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Indirect (I)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	12/12/2012			М	2,500	Α	<u>(1)</u>	3,584	D		
Common Stock	12/12/2012			F	805	D	\$ 18.08	2,779	D		
Common Stock								27	Ι	By 401(k) Plan	

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

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#### number.

# 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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	TransactionDerivativeCodeSecurities		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
Restricted Stock Units	<u>(1)</u>	12/12/2012		М		2,500	12/12/2012	12/12/2012	Common Stock	2,500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Behan William A. GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107			Senior VP/Labor Relations				
Signatures							
/s/ Todd A. Mayman,		12/14/2012					

## **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).

(1) Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.

Date

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.

Attorney-in-Fact