McClelland Clifton A. III Form 4 December 07, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

| 1. Name and Ad McClelland (| • | _ | 2. Issuer Name and Ticker or Trading Symbol TEGNA INC [TGNA] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--------------------------------|------------|----------|--|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| C/O TEGNA | INC., 7950 | JONES | 12/06/2018 | X Officer (give title Other (specify | | | |
| BRANCH DRIVE | | | | below) below) SVP, Cntlr and Prin. Acc. Off. | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| MCLEAN, VA 22107 | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acq | quired, Disposed of, or Beneficially Owned | | | |

| MCLEAN, VA 22107 | | | | | | Person | | | | |
|------------------|--------------------------------------|--------------------------------------|---|--|--|--------|---------------|--|--|---|
| | (City) | (State) | Zip) Table | I - Non-D | erivative : | Secur | ities Acq | uired, Disposed of | , or Beneficial | y Owned |
| | 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securit r(A) or Di (Instr. 3, | spose | d of (D) | 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 | 12/06/2018 | | M | 7,740 (1) | A | \$ 8.4 (1) | 37,205 | D | |
| | Common Stock | 12/06/2018 | | F(2) | 5,830 | D | \$ 12.99 | 31,375 | D | |
| | Common Stock | | | | | | | 2,270.51 | I | 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. Transacti Code (Instr. 8) | 5. Number or 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 |
| Employee Stock Option (Right to Buy) | \$ 8.4 (1) | 12/06/2018 | | M | 7,740 | (3) | 12/10/2018 | Common Stock | 7,740 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McClelland Clifton A. III C/O TEGNA INC. 7950 JONES BRANCH DRIVE

SVP, Cntlr and Prin. Acc. Off.

MCLEAN, VA 22107

Signatures

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

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- The option was previously reported as an option for 5,000 shares of common stock of the Issuer at an exercise price of \$15.69 per share, but was adjusted to reflect the completions of the previously-announced spin-offs of (1) the Issuer's publishing business on June 29, 201's
- (1) but was adjusted to reflect the completions of the previously-announced spin-offs of (1) the Issuer's publishing business on June 29, 2015, and (2) the Issuer's digital automotive marketplace business on May 31, 2017.
- Represents (i) shares of common stock surrendered by the reporting person to pay the exercise price of non-qualified stock options exercised by the reporting person, and (ii) shares of common stock withheld to satisfy the reporting person's corresponding tax obligation, in each case, pursuant to the Issuer's 2001 Omnibus Incentive Compensation Plan (Amended and Restated as of May 4, 2010), as amended.
- (3) The option is fully vested.

Reporting Owners 2

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