McClelland Clifton A. III Form 4 January 03, 2019

FORM 4

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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STATEMENT OF CHANGES IN 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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading McClelland Clifton A. III Issuer Symbol TEGNA INC [TGNA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title C/O TEGNA INC., 7950 JONES 12/31/2018 below) **BRANCH DRIVE** 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 Form filed by More than One Reporting MCLEAN, VA 22107 Person

(City)	(State)	Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/31/2018		M	3,272	A	<u>(1)</u>	34,647	D	
Common Stock	12/31/2018		M	1,093	A	<u>(1)</u>	35,740	D	
Common Stock	12/31/2018		M	1,781	A	<u>(1)</u>	37,521	D	
Common Stock	12/31/2018		F(2)	1,776	D	\$ 10.87	35,745	D	
Common Stock							3,197.08	I	By 401(k) Plan

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

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SEC 1474 (9-02)

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)	Securities		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>	12/31/2018		M		3,272 (3)	12/31/2018	12/31/2018	Common Stock	3,272
Restricted Stock Units	(<u>1)</u>	12/31/2018		M		1,093	12/31/2018	12/31/2018	Common Stock	1,093
Restricted Stock Units	(<u>1)</u>	12/31/2018		M		1,781	<u>(4)</u>	<u>(4)</u>	Common Stock	1,781

Relationshins

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 01/03/2019

**Signature of Reporting Person Date

Reporting Owners 2

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).
- (1) Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.
- Represents shares of common stock withheld to satisfy the reporting person's tax obligation upon the vesting of restricted stock units and the corresponding acquisition of shares of common stock by the reporting person pursuant to the Issuer's 2001 Omnibus Incentive Compensation Plan (Amended and Restated as of May 4, 2010), as amended.
- The grant of restricted stock units was previously reported as 2,775 restricted stock units representing a contingent right to receive 2,775 shares of common stock of the Issuer, but was adjusted to reflect a grant of 3,272 restricted stock units representing a contingent right to receive 3,272 shares of common stock of the Issuer following the completion of the previously-announced spin-off of the Issuer's publishing business on June 29, 2015.
 - The restricted stock units underlying the grant (i) vested as to 25% of the grant on each of December 31, 2017 and December 31, 2018, and (ii) will vest as to the remaining restricted stock units in two equal annual installments on each of December 31, 2019 and December
- (4) 31, 2020. The corresponding shares of the Issuer's common stock (a) were delivered to the reporting person as to the applicable vested shares on each of January 2, 2018 and January 2, 2019, and (b) following vesting and unless delivered earlier following a change in control of the Issuer, will be delivered to the reporting person in two equal annual installments beginning on January 2, 2020.

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.