

McClelland Clifton A. III

Form 4

January 03, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McClelland Clifton A. III

2. Issuer Name **and** Ticker or Trading
Symbol
TEGNA INC [TGNA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O TEGNA INC., 7950 JONES
BRANCH DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, Cntrl and Prin. Acc. Off.

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MCLEAN, VA 22107

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Common Stock	12/31/2018		M	3,272 A	34,647	D	
Common Stock	12/31/2018		M	1,093 A	35,740	D	
Common Stock	12/31/2018		M	1,781 A	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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(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. Transaction Code (Instr. 8)	5. Number of 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 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

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McClelland Clifton A. III C/O TEGNA INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	SVP, Cntlr and Prin. Acc. Off.

Signatures

/s/ Akin S. Harrison,
Attorney-in-Fact 01/03/2019

 **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).

(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

(2) 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

(3) 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.

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