

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. 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

(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)
 12/06/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify 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)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or Price (A) (D) | | | |
| 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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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) | 8. 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 MCLEAN, VA 22107 | | | SVP, Cntlr and Prin. Acc. Off. | |

Signatures

/s/ Akin S. Harrison,
 Attorney-in-Fact 12/07/2018

__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,
- (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.
 - (2) 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.

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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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