

McClelland Clifton A. III
 Form 4
 January 03, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

MCLEAN, VA 22107

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/31/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 (A) or Price (D) | | |
| Common Stock | 12/31/2017 | | M | | 2,756 A \$ 27,351 | D | |
| Common Stock | 12/31/2017 | | M | | 1,780 A \$ 29,131 | D | |
| Common Stock | 12/31/2017 | | F ⁽²⁾ | | 1,503 D \$ 14.08 27,628 | D | |
| Common Stock | 12/31/2017 | | A | | 2,031 A \$ 0 29,659 | D | |
| Common Stock | 12/31/2017 | | F ⁽³⁾ | | 673 D \$ 14.08 28,986 | D | |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | (1) | 12/31/2017 | | M | 2,756 | 12/31/2017 12/31/2017 | Common Stock | 2,756 |
| Restricted Stock Units | (1) | 12/31/2017 | | M | 1,780 (4) | (5) (5) | Common Stock | 1,780 |

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, Cntrl and Prin. Acc. Off. | |

Signatures

/s/ Akin S. Harrison, Attorney-in-Fact 01/03/2018

**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).

(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.

(3) Represents shares of common stock withheld to satisfy the reporting person's tax obligation upon the acquisition of shares of common stock pursuant to the Issuer's Performance Share Plan on December 31, 2017.

The grant of restricted stock units was previously reported as 4,493 restricted stock units representing a contingent right to receive 4,493

(4) shares of common stock of the Issuer, but was adjusted to reflect a grant of 7,123 restricted stock units representing a contingent right to receive 7,123 shares of common stock of the Issuer following the completion of the previously-announced spin-off of the Issuer's digital automotive marketplace business on May 31, 2017.

The restricted stock units vest in four equal annual installments beginning on December 31, 2017 and, unless delivered earlier following a

(5) change in control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person in four equal annual installments beginning on January 2, 2018.

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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