

Trelstad Lynn B.
Form 4
March 04, 2019

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 *
Trelstad Lynn B.

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., 8350 BROAD STREET, SUITE 2000

(Street)

TYSONS, VA 22102

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and COO - Media Operations

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/28/2019 | | M | 7,960 A | 40,502 | D | |
| Common Stock | 02/28/2019 | | F ⁽²⁾ | 3,845 D \$ 13.17 | 36,657 | D | |
| Common Stock | 02/28/2019 | | M | 1,107 A | 3,074 | I | By Spouse |
| Common Stock | 02/28/2019 | | F ⁽³⁾ | 362 D \$ 13.17 | 2,712 | I | By Spouse |
| Common Stock | | | | | 5,215.82 | I | By 401(k) Plan |

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| | | | |
|--------------|----------|---|-------------------------------|
| Common Stock | 1,162.51 | I | By Spouse through 401(k) Plan |
|--------------|----------|---|-------------------------------|

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------------------------|--------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 02/28/2019 | | M | | 7,960 | (4) | (4) | Common Stock | 7,960 |
| Restricted Stock Units | (1) | 02/28/2019 | | M | | 1,107 | (5) | (5) | Common Stock | 1,107 |
| Restricted Stock Units | (1) | 03/01/2019 | | A | | 31,860 | (6) | (6) | Common Stock | 31,860 |
| Restricted Stock Units | (1) | 03/01/2019 | | A | | 4,800 | (7) | (7) | Common Stock | 4,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Trelstad Lynn B. C/O TEGNA INC. 8350 BROAD STREET, SUITE 2000 TYSONS, VA 22102 | | | EVP and COO - Media Operations | |

Signatures

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

03/04/2019

__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.

Represents shares of common stock withheld to satisfy the reporting person's spouse's tax obligation upon the vesting of restricted stock

(3) units and the corresponding acquisition of shares of common stock by the reporting person's spouse pursuant to the Issuer's 2001 Omnibus Incentive Compensation Plan (Amended and Restated as of May 4, 2010), as amended.

The restricted stock units vested as to 7,960 shares on February 28, 2019 and vest as to the remaining shares in three equal annual

installments on each of February 29, 2020, February 28, 2021 and February 28, 2022. The corresponding shares of the Issuer's common

(4) stock (a) were delivered to the reporting person as to the applicable vested shares on March 1, 2019, and (b) following vesting and unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, will be delivered to the reporting person in three equal annual installments beginning on March 1, 2020.

The restricted stock units vested as to 1,107 shares on February 28, 2019 and vest as to the remaining shares in three equal annual

installments on each of February 29, 2020, February 28, 2021 and February 28, 2022. The corresponding shares of the Issuer's common

(5) stock (a) were delivered to the reporting person's spouse as to the applicable vested shares on March 1, 2019, and (b) following vesting and unless delivered earlier following a termination of employment of the reporting person's spouse or a change in control of the Issuer, will be delivered to the reporting person's spouse in three equal annual installments beginning on March 1, 2020.

The restricted stock units vest in four equal annual installments on each of February 29, 2020, February 28, 2021, February 28, 2022 and

February 28, 2023 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of

(6) 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 March 1, 2020.

The restricted stock units vest in four equal annual installments on each of February 29, 2020, February 28, 2021, February 28, 2022 and

February 28, 2023 and, unless delivered earlier following a termination of employment of the reporting person's spouse or a change in

(7) control of the Issuer, the corresponding vested shares of the Issuer's common stock will be delivered to the reporting person's spouse in four equal annual installments beginning on March 1, 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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