SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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			or Section 30(h) of the Investment Company Act of 1940						
1. Name and Address of Reporting Person [*] Witmer Melinda			2. Issuer Name and Ticker or Trading Symbol <u>TEGNA INC</u> [TGNA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				X	Director	10% Owner			
(Last) C/O TEGNA			3. Date of Earliest Transaction (Month/Day/Year) 04/25/2019		Officer (give title below)	Other (specify below)			
8350 BROA	D STREET, SUI	TE 2000	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicabl				
(Street)				X	Form filed by One Re	porting Person			
TYSONS	VA	22102			Form filed by More the Person	an One Reporting			
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)			Code (Disposed Of (D) (Instr. 3, 4 and			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	04/25/2019		A		7,926		(2)	(2)	Common Stock	7,926	\$0	7,926	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the underlying common stock.

2. The restricted stock units vest in four equal quarterly installments beginning on August 1, 2019, except that the last quarterly installment shall vest on the earlier of the date of the next Annual Meeting of Stockholders of the Issuer and May 1, 2020. Unless delivery has been deferred by election of the reporting person, vested shares will be delivered to the reporting person as administratively practicable upon the earliest to occur of the reporting person's separation from service with the Issuer, certain changes in control of the Issuer and May 1, 2020.

Remarks:

/s/ Akin S. Harrison, Attorney-04/29/2019

in-Fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.