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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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1. Name and Add Fonseca Li	dress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol <u>TEGNA INC</u> [TGNA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
FOIISeCa LI	<u>uia</u>			X	Director	10% Owner			
(Last) C/O TEGNA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2018		Officer (give title below)	Other (specify below)			
7950 JONES	BRANCH DRI	VE							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	6. Individual or Joint/Group Filing (Check Ap Line)				
(Street)				X	Form filed by One Reporting Person				
MCLEAN	VA	22107			Form filed by More th Person	an One Reporting			
(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)	Transaction Code (Instr.		4. Securities / Disposed Of (5)			Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	05/01/2018		М		8,095	A	(1)	17,104	D	

 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)		Transaction Derivative Code (Instr. Securities		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)	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		(Instr. 4)		
Restricted Stock Units	(1)	05/01/2018		М			8,095 ⁽²⁾	(3)	(3)	Common Stock	8,095	\$0	0	D	

Explanation of Responses:

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

2. The grant was previously reported as a grant of 5,000 restricted stock units, but was adjusted to reflect the completion of the previously-announced spin-off of the Issuer's digital automotive marketplace business on May 31, 2017. In addition, the amount includes 169 additional restricted stock units received by the reporting person as dividend equivalent restricted stock units in respect of the restricted stock unit grant.

3. The restricted stock units vested in four equal quarterly installments beginning on August 1, 2017.

Remarks:

/s/ Akin S. Harrison, Attorney-05/03/2018

in-Fact

03/03/2010

** Signature of Reporting Person Date

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

 \ast 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.