

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

1. Name and Address of Reporting Person* <u>McClelland Clifton A. III</u>  (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 <u>TEGNA INC [ TGNA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Cntrlr and Prin. Acc. Off.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	12/31/2018		M		3,272	A	(1)	34,647	D		
Common Stock	12/31/2018		M		1,093	A	(1)	35,740	D		
Common Stock	12/31/2018		M		1,781	A	(1)	37,521	D		
Common Stock	12/31/2018		F(2)		1,776	D	\$10.87	35,745	D		
Common Stock								3,197.08	I	By 401(k) Plan	

**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 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		Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units	(1)	12/31/2018		M		3,272(3)	12/31/2018	12/31/2018	Common Stock	3,272	\$0	0	D	
Restricted Stock Units	(1)	12/31/2018		M		1,093	12/31/2018	12/31/2018	Common Stock	1,093	\$0	0	D	
Restricted Stock Units	(1)	12/31/2018		M		1,781	(4)	(4)	Common Stock	1,781	\$0	3,562	D	

**Explanation of Responses:**

- 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 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.
- The grant of restricted stock units was previously reported as 2,775 restricted stock units representing a contingent right to receive 2,775 shares of common stock of the Issuer, but was adjusted to reflect a grant of 3,272 restricted stock units representing a contingent right to receive 3,272 shares of common stock of the Issuer following the completion of the previously-announced spin-off of the Issuer's publishing business on June 29, 2015.
- The restricted stock units underlying the grant (i) vested as to 25% of the grant on each of December 31, 2017 and December 31, 2018, and (ii) will vest as to the remaining restricted stock units in two equal annual installments on each of December 31, 2019 and December 31, 2020. The corresponding shares of the Issuer's common stock (a) were delivered to the reporting person as to the applicable vested shares on each of January 2, 2018 and January 2, 2019, and (b) following vesting and unless delivered earlier following a change in control of the Issuer, will be delivered to the reporting person in two equal annual installments beginning on January 2, 2020.

**Remarks:**

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

01/03/2019

\*\* 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.

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