

Trelstad Lynn B.
Form 4
January 03, 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., 7950 JONES
BRANCH DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2018

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

(Street)

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

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

MCLEAN, VA 22107

(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) | 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 (D) | Price |
| Common Stock | 12/31/2018 | | M | | 6,954 | A | Ⓛ |
| Common Stock | 12/31/2018 | | M | | 3,957 | A | Ⓛ |
| Common Stock | 12/31/2018 | | M | | 3,909 | A | Ⓛ |
| Common Stock | 12/31/2018 | | F ⁽²⁾ | | 7,039 | D | \$ 10.87 |
| Common Stock | 12/31/2018 | | M | | 1,841 | A | Ⓛ |
| | | | | | | I | By Spouse |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-----|---|----------|----------|---|-------------------------------|
| Common Stock | 12/31/2018 | | M | 890 | A | Ⓐ | 2,731 | I | By Spouse |
| Common Stock | 12/31/2018 | | F ⁽³⁾ | 880 | D | \$ 10.87 | 1,851 | I | By Spouse |
| Common Stock | | | | | | | 5,215.82 | I | By 401(k) Plan |
| 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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(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 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | Ⓐ | 12/31/2018 | | M | 6,954 | 12/31/2018 | 12/31/2018 | Common Stock | 6,954 |
| Restricted Stock Units | Ⓐ | 12/31/2018 | | M | 3,957 | (4) | (4) | Common Stock | 3,957 |
| Restricted Stock Units | Ⓐ | 12/31/2018 | | M | 3,909 | (4) | (4) | Common Stock | 3,909 |
| Restricted Stock Units | Ⓐ | 12/31/2018 | | M | 1,841 | 12/31/2018 | 12/31/2018 | Common Stock | 1,841 |
| Restricted Stock | Ⓐ | 12/31/2018 | | M | 890 | (5) | (5) | Common Stock | 890 |

Units

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Trelstad Lynn B. C/O TEGNA INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107 | | | EVP and COO - Media Operations | |

Signatures

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

01/03/2019

**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 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
- (4) 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.
- 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
- (5) 31, 2020. The corresponding shares of the Issuer's common stock (a) were delivered to the reporting person's spouse 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's spouse in two equal annual installments beginning on January 2, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.