

Trelstad Lynn B.
Form 4
January 03, 2018

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Trelstad Lynn B.

(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
TEGNA INC [TGNA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2017		M		5,663	A	<u>11</u>	18,900	D	
Common Stock	12/31/2017		M		3,957	A	<u>11</u>	22,857	D	
Common Stock	12/31/2017		M		3,909	A	<u>11</u>	26,766	D	
Common Stock	12/31/2017		<u>F</u> ⁽²⁾		6,888	D	\$ 14.08	19,878	D	
Common Stock	12/31/2017		A		6,476	A	\$ 0	26,354	D	

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Common Stock	12/31/2017	F ⁽³⁾	3,297	D	\$ 14.08	23,057	D	
Common Stock	12/31/2017	M	2,454	A	<u>(1)</u>	2,454	I	By Spouse
Common Stock	12/31/2017	M	890	A	<u>(1)</u>	3,344	I	By Spouse
Common Stock	12/31/2017	F ⁽⁴⁾	1,215	D	\$ 14.08	2,129	I	By Spouse
Common Stock	12/31/2017	A	1,142	A	\$ 0	3,271	I	By Spouse
Common Stock	12/31/2017	F ⁽⁵⁾	415	D	\$ 14.08	2,856	I	By Spouse
Common Stock						4,303.68	I	By 401(k) Plan
Common Stock						223.2	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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	12/31/2017		M	5,663	12/31/2017	12/31/2017	Common Stock	5,663
Restricted Stock Units	(1)	12/31/2017		M	3,957	(6)	(6)	Common Stock	3,957

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Restricted Stock Units	(1)	12/31/2017	M	3,909	(6)	(6)	Common Stock	3,909
Restricted Stock Units	(1)	12/31/2017	M	2,454	12/31/2017	12/31/2017	Common Stock	2,454
Restricted Stock Units	(1)	12/31/2017	M	890	(7)	(7)	Common Stock	890

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

01/03/2018

__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 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.
- (2) Represents shares of common stock withheld to satisfy the reporting person's tax obligation upon the acquisition of shares of common stock pursuant to the Issuer's Performance Share Plan on December 31, 2017.
Represents shares of common stock withheld to satisfy the reporting person's spouse's tax obligation upon the vesting of restricted stock 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.
- (3) Represents shares of common stock withheld to satisfy the reporting person's spouse's tax obligation upon the acquisition of shares of common stock pursuant to the Issuer's Performance Share Plan on December 31, 2017.
The restricted stock units vest in four equal annual installments beginning on December 31, 2017 and, unless delivered earlier following a change in control of 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 January 2, 2018.
- (4) The restricted stock units vest in four equal annual installments beginning on December 31, 2017 and, unless delivered earlier following a change in 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 January 2, 2018.
- (5) The restricted stock units vest in four equal annual installments beginning on December 31, 2017 and, unless delivered earlier following a change in 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 January 2, 2018.
- (6) The restricted stock units vest in four equal annual installments beginning on December 31, 2017 and, unless delivered earlier following a change in 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 January 2, 2018.
- (7) The restricted stock units vest in four equal annual installments beginning on December 31, 2017 and, unless delivered earlier following a change in 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 January 2, 2018.

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.