

Mayman Todd A.
Form 4
January 23, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mayman Todd A.

(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)

01/19/2018

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, Chief Legal and Admin Off

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)
Common Stock	01/19/2018		A	4,723	A \$ 0	40,204	D
Common Stock	01/19/2018		F ⁽¹⁾	2,381	D \$ 15.14	37,823	D
Common Stock	01/23/2018		M	42,579	A \$ 8.69	80,402	D
Common Stock	01/23/2018		M	21,288	A \$ 8.04	101,690	D
Common Stock	01/23/2018		F ⁽²⁾	48,430	D \$ 15.14	53,260	D

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Common Stock 120.37 I By 401(k) Plan

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.69 ⁽³⁾	01/23/2018		M		42,579		⁽⁴⁾	02/23/2018	Common Stock	42,579
Employee Stock Option (Right to Buy)	\$ 8.04 ⁽⁵⁾	01/23/2018		M		21,288		⁽⁴⁾	02/22/2019	Common Stock	21,288

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mayman Todd A. C/O TEGNA INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	EVP, Chief Legal and Admin Off

Signatures

/s/ Akin S. Harrison,
Attorney-in-Fact 01/23/2018

__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) 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 January 19, 2018.

(2) Represents (i) shares of common stock surrendered by the reporting person to pay the exercise price of non-qualified stock options exercised by the reporting person, and (ii) shares of common stock withheld to satisfy the reporting person's corresponding tax obligation, in each case, pursuant to the Issuer's 2001 Omnibus Incentive Compensation Plan (Amended and Restated as of May 4, 2010), as amended.

(3) The option was previously reported as an option for 55,000 shares of common stock of the Issuer at an exercise price of \$16.23 per share, but was adjusted to reflect the completions of the previously-announced spin-offs of (1) the Issuer's publishing business on June 29, 2015, and (2) the Issuer's digital automotive marketplace business on May 31, 2017.

(4) The option is fully vested.

(5) The option was previously reported as an option for 55,000 shares of common stock of the Issuer at an exercise price of \$15.00 per share, but was adjusted to reflect the completions of the previously-announced spin-offs of (1) the Issuer's publishing business on June 29, 2015, and (2) the Issuer's digital automotive marketplace business on May 31, 2017.

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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