Shapiro Neal Form 4 March 07, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

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(b).

Common

Stock

03/05/2019

1. Name and Address of Reporting Person * Shapiro Neal			2. Issuer Name and Ticker or Trading Symbol TEGNA INC [TGNA]				5	5. Relationship of Reporting Person(s) to Issuer			
	(First) (NA INC., 8350 BF) (SUITE 2000)	·	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2019				_	_X Director Officer (give ti		Owner or (specify	
TYSONS.	(Street) VA 22102		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Table I -	Non-	-Derivative	Secu		red, Disposed of,	or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if Tran Cod y/Year) (Ins		omr Dispos (Instr. 3, 4	ed of		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	03/05/2019		M		15,228	A	\$ 8.14	17,478	D		
Common Stock	03/05/2019		M		12,385	A	\$ 8.14	29,863	D		

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

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Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form

14.7196 2,250

\$

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27.613 D

D

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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
Director Stock Option (Right to Buy)	\$ 8.14 (2)	03/05/2019		M	15,228	05/03/2011	05/03/2019	Common Stock	15,228
Director Stock Option (Right to Buy)	\$ 8.14 (3)	03/05/2019		M	12,385	<u>(4)</u>	05/03/2019	Common Stock	12,385

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Shapiro Neal C/O TEGNA INC. 8350 BROAD STREET, SUITE 2000 TYSONS, VA 22102	X				

Signatures

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

**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).
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.71 to \$14.74, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Reporting Owners 2

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- The option was previously reported as an option for 9,836 shares of common stock of the Issuer at an exercise price of \$15.21 per share,
- (2) 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.
- The option was previously reported as an option for 8,000 shares of common stock of the Issuer at an exercise price of \$15.21 per share,
- (3) 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.

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.