

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>McClelland Clifton A. III</u>			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, Cntrl and Prin. Acc. Off.</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O TEGNA INC. 8350 BROAD STREET, SUITE 2000			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) TYSONS VA 22102								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2023		M		11,170	A	(1)	84,807	D	
Common Stock	02/28/2023		M		2,520	A	(1)	87,327	D	
Common Stock	02/28/2023		M		2,899	A	(1)	90,226	D	
Common Stock	02/28/2023		M		3,294	A	(1)	93,520	D	
Common Stock	02/28/2023		M		2,729	A	(1)	96,249	D	
Common Stock	02/28/2023		F ⁽²⁾		10,487	D	\$17.4	85,762	D	
Common Stock								6,471.57	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	(A)	(D)	Date Exercisable	Expiration Date						Title
2020 Performance Shares	(1)	02/28/2023		M			11,170	(3)	(3)	Common Stock	11,170	\$0	0	D	
Restricted Stock Units	(1)	02/28/2023		M			2,520	(4)	(4)	Common Stock	2,520	\$0	0	D	
Restricted Stock Units	(1)	02/28/2023		M			2,899	(5)	(5)	Common Stock	2,899	\$0	2,900	D	
Restricted Stock Units	(1)	02/28/2023		M			3,294	(6)	(6)	Common Stock	3,294	\$0	6,589	D	
Restricted Stock Units	(1)	02/28/2023		M			2,729	(7)	(7)	Common Stock	2,729	\$0	8,185	D	
Restricted Stock Units	(1)	03/01/2023		A			14,537	(8)	(8)	Common Stock	14,537	\$0	14,537	D	

Explanation of Responses:

- Each 2020 Performance Share and 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 2020 Performance Shares and 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, or the Issuer's 2020 Omnibus Incentive Compensation Plan, as applicable.
- The 2020 Performance Shares vested on February 28, 2023. The corresponding shares of the Issuer's common stock were delivered to the reporting person as to the vested shares on March 1, 2023.
- The restricted stock units vested as to 2,520 shares on February 28, 2023. The corresponding shares of the Issuer's common stock were delivered to the reporting person as to the vested shares on March 1, 2023.
- The restricted stock units vested as to 2,899 shares on February 28, 2023 and vest as to the remaining shares on February 29, 2024. The corresponding shares of the Issuer's common stock (a) were delivered to the reporting person as to the applicable vested shares on March 1, 2023 and (b) following vesting and unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, will be delivered to the reporting person on March 1, 2024.
- The restricted stock units vested as to 3,294 shares on February 28, 2023 and vest as to the remaining shares in two equal annual installments on each of February 29, 2024 and February 28, 2025. The corresponding shares of the Issuer's common stock (a) were delivered to the reporting person as to the applicable vested shares on March 1, 2023 and (b) following vesting and unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, will be delivered to the reporting person in two equal annual installments beginning on March 1, 2024.
- The restricted stock units vested as to 2,729 shares on February 28, 2023 and vest as to the remaining shares in three equal annual installments on each of February 29, 2024, February 28, 2025 and February 28, 2026. The corresponding shares of the Issuer's common stock (a) were delivered to the reporting person as to the applicable vested shares on March 1, 2023 and (b) following vesting and unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, will be delivered to the reporting person in three equal annual installments beginning on March 1, 2024.
- The restricted stock units vest in four equal annual installments on each of February 29, 2024, February 28, 2025, February 28, 2026 and February 28, 2027 and, unless delivered earlier following a termination of employment of the reporting person or a change in control of the Issuer, will be delivered to the reporting person in four equal annual installments beginning on March 1, 2024.

Remarks:

/s/ Akin S. Harrison, attorney-
in-fact

03/02/2023

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.