

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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
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1. Name and Address of Reporting Person* <u>Mayman Todd A.</u>  (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 <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>EVP, Chief Legal and Admin Off</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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

**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		11,703	A	(1)	31,123	D	
Common Stock	12/31/2017		M		6,059	A	(1)	37,182	D	
Common Stock	12/31/2017		F(2)		8,474	D	\$14.08	28,708	D	
Common Stock	12/31/2017		A		12,951	A	\$0	41,659	D	
Common Stock	12/31/2017		F(3)		6,178	D	\$14.08	35,481	D	

**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
Restricted Stock Units	(1)	12/31/2017		M		11,703		12/31/2017	12/31/2017	Common Stock	11,703	\$0	0	D	
Restricted Stock Units	(1)	12/31/2017		M		6,059(4)		(5)	(5)	Common Stock	6,059	\$0	18,180	D	

**Explanation of Responses:**

- 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.
- 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.
- The grant of restricted stock units was previously reported as 15,290 restricted stock units representing a contingent right to receive 15,290 shares of common stock of the Issuer, but was adjusted to reflect a grant of 24,239 restricted stock units representing a contingent right to receive 24,239 shares of common stock of the Issuer following the completion of the previously-announced spin-off of the Issuer's digital automotive marketplace business on May 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.

**Remarks:**

/s/ Akin S. Harrison, Attorney-in-Fact 01/03/2018

\*\* 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.