

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 | |
|----------------------------------------------|-----------|
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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person* <u>Lougee David T</u> (Last) (First) (Middle) <u>C/O TEGNA INC.</u> <u>8350 BROAD STREET, SUITE 2000</u> (Street) <u>TYSONS VA 22102</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2019</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 12/31/2019 | | M | | 34,471 | A | (1) | 243,083 | D | |
| Common Stock | 12/31/2019 | | M | | 10,685 | A | (1) | 253,768 | D | |
| Common Stock | 12/31/2019 | | M | | 7,273 | A | (1) | 261,041 | D | |
| Common Stock | 12/31/2019 | | F ⁽²⁾ | | 23,041 | D | \$16.69 | 238,000 | D | |
| Common Stock | | | | | | | | 3,908.49 | 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 | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 12/31/2019 | | M | | 34,471 ⁽³⁾ | | (4) | (4) | Common Stock | 34,471 | \$0 | 0 | D | |
| Restricted Stock Units | (1) | 12/31/2019 | | M | | 10,685 | | (5) | (5) | Common Stock | 10,685 | \$0 | 10,685 | D | |
| Restricted Stock Units | (1) | 12/31/2019 | | M | | 7,273 | | (5) | (5) | Common Stock | 7,273 | \$0 | 7,273 | 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.
- The grant of restricted stock units was previously reported as 21,744 restricted stock units representing a contingent right to receive 21,744 shares of common stock of the Issuer, but was adjusted to reflect a grant of 34,471 restricted stock units representing a contingent right to receive 34,471 shares of common stock of the Issuer following the completion of the previously-announced spin-off of the Issuer's automotive marketplace business on May 31, 2017.
- The restricted stock units vested in four equal annual installments beginning on December 31, 2016. The vested shares were delivered to the reporting person on December 31, 2019.
- The restricted stock units underlying the grant (i) vested as to 25% of the grant on each of December 31, 2017, December 31, 2018 and December 31, 2019, and (ii) will vest as to the remaining restricted stock units on December 31, 2020. The corresponding shares of the Issuer's common stock (a) were delivered to the reporting person as to the applicable vested shares on each of January 2, 2018, January 2, 2019 and January 2, 2020, and (b) following vesting and unless delivered earlier following a change in control of the Issuer, will be delivered to the reporting person on January 2, 2021.

Remarks:

/s/ Akin S. Harrison, Attorney-in-Fact 01/03/2020

** 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.