

**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>Harker Victoria D</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/29/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/29/2020		M		12,921	A	(1)	262,413	D	
Common Stock	02/29/2020		M		12,600	A	(1)	275,013	D	
Common Stock	02/29/2020		F <sup>(2)</sup>		11,511	D	\$14.32	263,502	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					
Restricted Stock Units	(1)	02/29/2020		M		12,921	(3)	(3)	Common Stock	12,921	\$0	25,841	D	
Restricted Stock Units	(1)	02/29/2020		M		12,600	(4)	(4)	Common Stock	12,600	\$0	37,800	D	
Restricted Stock Units	(1)	02/29/2020		A		46,256	(5)	(5)	Common Stock	46,256	\$0	46,256	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 restricted stock units vested as to 12,921 shares on February 29, 2020 and vest as to the remaining shares in two equal installments on each of February 28, 2021 and February 28, 2022. 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, 2020 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, 2021.
- The restricted stock units vested as to 12,600 shares on February 29, 2020 and vest as to the remaining shares in three equal annual installments on each of February 28, 2021, February 28, 2022, and February 28, 2023. 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, 2020 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, 2021.
- The restricted stock units vest in four equal annual installments on each of February 28, 2021, February 28, 2022, February 28, 2023, and February 29, 2024 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, 2021.

**Remarks:**

/s/ Akin S. Harrison, attorney- 03/03/2020  
in-fact

\*\* 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.