

TEGNA INC
Form 144
March 07, 2017

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

SEC USE ONLY
DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1(a) NAME OF ISSUER (Please type or print)

(b) IRS IDENT. NO. (c) S.E.C. FILE NO.

TEGNA Inc. (Issuer)

16-0442930

1-6961

1(d) ADDRESS OF ISSUER STREET CITY

STATE

ZIP CODE

(e) TELEPHONE NO.

AREA CODE NUMBER

7950 Jones Branch Drive

McLean

VA

22107

(703)

873-6600

2(a) NAME OF PERSON FOR WHOSE ACCOUNT
THE SECURITIES ARE TO BE SOLD

(b) RELATIONSHIP TO (c) ADDRESS STATE ZIP CODE
ISSUER STREET

McLean, VA 22107

William A. Behan

Officer

c/o TEGNA Inc. 7950 Jones Branch Drive,

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

SEC

3(a) (b) **USE ONLY** (c) (d) (e) (f) (g)
Title of the Broker-Dealer of Shares **Approximate** **Name of Each**

Class of Securities	Name and Address of Each Broker or Through Whom the Securities are To Be Sold to be Offered or Each Market	File Number	or Other Units	Market Value	Other Units Outstanding (See instr. 3(f))	Date of Sale	Securities Exchange
Common Stock, par value \$1.00 per share (Common Stock)	<p data-bbox="295 367 598 430">Maker who is Acquiring the Securities</p> <p data-bbox="367 514 526 535">Ronya Corey</p> <p data-bbox="359 577 534 598">Merrill Lynch</p> <p data-bbox="319 651 582 672">1152 15th Street, NW</p> <p data-bbox="383 724 518 745">Suite 6000</p> <p data-bbox="311 787 590 808">Washington, DC 20005</p>		<p data-bbox="750 304 821 367">To Be Sold</p> <p data-bbox="758 409 813 504">(See instr. 3(c))</p>	<p data-bbox="853 304 957 367">(See instr. 3(d))</p>	<p data-bbox="981 304 1045 367">(See instr. 3(e))</p>	<p data-bbox="1085 304 1292 325">(MO. DAY YR.)</p> <p data-bbox="1101 640 1276 693">On or after March 7, 2017</p>	<p data-bbox="1308 304 1500 325">(See instr. 3(g))</p> <p data-bbox="1364 651 1444 672">NYSE</p>
			24,644	\$631,627	14,716,069		

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code

(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1147 (08-07)

TABLE I SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment
Various dates from January 29, 2016 through January 30, 2017	Vesting of Restricted Stock Units and Performance Shares	TEGNA Inc.	24,644	N/A

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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REMARKS:

INSTRUCTIONS:

ATTENTION:

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See the definition of person in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing this form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

March 7, 2017

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

DATE OF NOTICE

(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF
INSTRUCTION,

IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (08-07)