

NEXSTAR MEDIA GROUP, INC.
 Form 4
 March 07, 2017

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Russell Blake

2. Issuer Name and Ticker or Trading Symbol
 NEXSTAR MEDIA GROUP, INC.
 [NXST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Station Operations

C/O NEXSTAR MEDIA GROUP, INC., 545 E. JOHN CARPENTER FREEWAY, SUITE 700

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

IRVING, TX 75062

(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 |
| Class A Common Stock | 03/03/2017 | | M | | 5,000 | A | \$ 4.56 |
| Class A Common Stock | 03/03/2017 | | S | | 5,000 | D | \$ 70.6117 |
| Class A Common Stock | 03/03/2017 | | M | | 10,000 | A | \$ 4.56 |

Class A
Common Stock 03/03/2017 S 10,000 D \$ 70.6117 22,860.71 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Exercise of Stock Option | \$ 4.56 | 03/03/2017 | | M | 5,000 | <u>(1)</u> 12/20/2017 | Class A Common Stock | 5,000 |
| Exercise of Stock Option | \$ 4.56 | 03/03/2017 | | M | 10,000 | <u>(2)</u> 11/01/2017 | Class A Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Russell Blake
C/O NEXSTAR MEDIA GROUP, INC.
545 E. JOHN CARPENTER FREEWAY, SUITE 700
IRVING, TX 75062

SVP, Station Operations

Signatures

/s/ Mark Hoyla, Attorney-in-Fact for Blake
Russell

03/07/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 1,000 stock options became exercisable as of each of the vesting dates December 20, 2008 through 2012.

(2) 2,000 stock options became exercisable as of each of the vesting dates November 1, 2008 through 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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