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SINCLAIR BROADCAST GROUP INC

Form 4 March 16, 2010

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

Washington, D.C. 20549

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SMITH DAVID D Issuer Symbol SINCLAIR BROADCAST GROUP (Check all applicable) INC [SBGI]

(Last) (First) (Middle) 3. Date of Earliest Transaction X Director X 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) C/O SINCLAIR BROADCAST 03/12/2010 President

GROUP, 10706 BEAVER DAM ROAD

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

COCKEYSVILLE, MD 21030

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of Transactionr Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership **Following** or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Class A \$ $S^{(1)}$ Common 03/12/2010 102,425 D 5.7528 $237,341 \frac{(4)}{}$ D (2)(3)Stock Class A \$ Common 03/15/2010 $S^{(1)}$ 54,331 D 5.5552 183,010 (4) D (2)(5)Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	T:41-	or Name land		
						Exercisable Date	Title	Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Kelationships						
·	Director	10% Owner	Officer	Other			
SMITH DAVID D							
C/O SINCLAIR BROADCAST GROUP	X	X	President				
10706 BEAVER DAM ROAD	Λ	Λ	Fiesidelit				
COCKEYSVILLE, MD 21030							

Signatures

Clinton R. Black, IV, Esquire, on behalf of David D. Smith, by Power of Attorney 03/16/2010

Date

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

**Signature of Reporting Person

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) Shares sold pursuant to a plan entered into on March 8, 2010 in order to comply with the requirements of Rule 10b-1 of the Securities and Exchange Act of 1934.
- (2) The sale price is a weighted average for the sale reported. The Reporting Person undertakes to provide, upon request to the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) The range of prices for the sale was \$5.72 \$5.83.
- (4) The Reporting Person also directly owns 8,499,925.227 shares of Class B Common Stock and 4,505.381704 shares of Class A Common Stock held by a 401k Plan.
- (5) The range of prices for the sale was \$5.49 \$5.72.

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

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