

STOLPE RICHARD
Form 4
March 28, 2013

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 *
STOLPE RICHARD

2. Issuer Name and Ticker or Trading Symbol
NEXSTAR BROADCASTING 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)
03/26/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, Engineering

C/O NEXSTAR BROADCASTING GROUP, INC., 5215 N. O'CONNOR BLVD., SUITE 1400

(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 75039

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 03/26/2013 | | M | 7,000 A | \$ 4.37 7,102 | D | |
| Class A Common Stock | 03/26/2013 | | M | 10,000 A | \$ 4.9 17,102 | D | |
| Class A Common Stock | 03/26/2013 | | M | 10,000 A | \$ 4.56 27,102 | D | |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|-------------|-------|---|
| Class A Common Stock | 03/26/2013 | S | 27,000 | D | \$ 17.91 | 102 | D |
| Class A Common Stock | 03/28/2013 | M | 6,000 | A | \$ 0.82 | 6,102 | D |
| Class A Common Stock | 03/28/2013 | S | 6,000 | D | \$ 18.01 | 102 | D |

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

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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 Options | \$ 4.37 | 03/26/2013 | | M | 7,000 | <u>(1)</u> 12/15/2015 | Class A Common Stock | 7,000 |
| Exercise of Stock Options | \$ 4.9 | 03/26/2013 | | M | 10,000 | <u>(2)</u> 12/19/2016 | Class A Common Stock | 10,000 |
| Exercise of Stock Options | \$ 4.56 | 03/26/2013 | | M | 10,000 | <u>(3)</u> 12/20/2017 | Class A Common Stock | 10,000 |
| Exercise of Stock Options | \$ 0.82 | 03/28/2013 | | M | 6,000 | <u>(4)</u> 06/12/2019 | Class A Common Stock | 6,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

STOLPE RICHARD
C/O NEXSTAR BROADCASTING GROUP, INC.
5215 N. O'CONNOR BLVD., SUITE 1400
IRVING, TX 75039

Vice President, Engineering

Signatures

/s/ Elisa Moore, Attorney-in-Fact for Richard
Stolpe

03/28/2013

__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 options, 3,000 options and 3,000 options became exercisable on December 15, 2008, 2009 and 2010, respectively,
- (2) 2,000 options became exercisable as of each of the vesting dates December 19, 2007, 2008, 2009, 2010 and 2011.
- (3) 2,000 options became exercisable as of each of the vesting dates December 20, 2008, 2009, 2010, 2011 and 2012.
- (4) 2,000 options became exercisable as of each of the vesting dates June 12, 2010, 2011 and 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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