

SINCLAIR BROADCAST GROUP INC
 Form 4
 February 21, 2007

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 *
BOCHENEK DAVID R

2. Issuer Name and Ticker or Trading Symbol
SINCLAIR BROADCAST GROUP INC [sbgi]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 10706 BEAVER DAM ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & Chief Accounting Officer

COCKEYSVILLE, MD 21030

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/16/2007 | | M | 4,000 A \$ 8.16 | 4,000 ⁽¹⁾ | D | |
| Common Stock | 02/16/2007 | | S | 4,000 D \$ 14.1 | 0 ⁽¹⁾ | D | |
| Common Stock | 02/16/2007 | | M | 8,000 A \$ 8.81 | 8,000 ⁽¹⁾ | D | |
| Common Stock | 02/16/2007 | | S | 5,200 D \$ 14.1 | 2,800 ⁽¹⁾ | D | |
| Common Stock | 02/16/2007 | | S | 2,800 D \$ 14.11 | 0 ⁽¹⁾ | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|----------------------|---|
| Common Stock | 02/16/2007 | M | 5,000 | A | \$ 9.25 | 5,000 ⁽¹⁾ | D |
| Common Stock | 02/16/2007 | S | 5,000 | D | \$ 14.11 | 0 ⁽¹⁾ | D |
| Common Stock | 02/16/2007 | M | 3,000 | A | \$ 10.6 | 3,000 ⁽¹⁾ | D |
| Common Stock | 02/16/2007 | S | 3,000 | D | \$ 14.11 | 0 ⁽¹⁾ | D |
| Common Stock | 02/16/2007 | M | 2,000 | A | \$ 11.63 | 2,000 ⁽¹⁾ | D |
| Common Stock | 02/16/2007 | S | 1,179 | D | \$ 14.11 | 821 ⁽¹⁾ | D |
| Common Stock | 02/16/2007 | S | 721 | D | \$ 14.12 | 100 ⁽¹⁾ | D |
| Common Stock | 02/16/2007 | S | 100 | D | \$ 14.13 | 0 ⁽¹⁾ | D |
| Common Stock | 02/16/2007 | M | 1,000 | A | \$ 11.63 | 1,000 ⁽¹⁾ | D |
| Common Stock | 02/16/2007 | S | 1,000 | D | \$ 14.13 | 0 ⁽¹⁾ | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option | \$ 8.16 | 02/16/2007 | | M | 4,000 | ⁽²⁾ 03/06/2013 | Common Stock | 4,000 |

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Stock held in an Employee Stock Purchase Plan; and 1878.728801 shares of Class A Common Stock held in a 401(k) Plan.

- (2) The option vested 25% on March 7, 2003, 2004 and 2005 and 25% on April 21, 2005.
- (3) The option vested 25% on March 12, 2001, 2002, 2003 and 2004.
- (4) The option vested 25% on March 1, 2000, 2001, 2002 and 2003.
- (5) The option vested 25% on December 17, 2002, 2003 and 2004 and 25% on April 21, 2005.
- (6) The option vested 25% on March 1, 2002, 2003, 2004 and 2005.
- (7) The option vested 25% on October 21, 2002, 2003, and 2004 and April 21, 2005.

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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