

SINCLAIR BROADCAST GROUP INC
 Form 4
 August 11, 2008

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 *
 SMITH DAVID D

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)

3. Date of Earliest Transaction (Month/Day/Year)
 08/07/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 President

C/O SINCLAIR BROADCAST GROUP, 10706 BEAVER DAM ROAD

(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

COCKEYSVILLE, MD 21202

(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 | 08/07/2008 | | P ⁽¹⁾ | 325,000 | A 6.3628 | 595,500 | ⁽³⁾ D |
| | | | | | ⁽²⁾ | | |
| Class A Common Stock | 08/07/2008 | | P ⁽¹⁾ | 3,000 | A \$ 6.5252 | 7,020 | ⁽³⁾ ⁽⁵⁾ I |
| | | | | | ⁽⁴⁾ | | Reporting Person is the custodian of an account f/b/o Blake Edwards Cunningham |

| | | | | | | | | |
|----------------------------|------------|------------------|-------|---|----------------------------|-------------------------------------|---|--|
| Class A Common Stock | 08/07/2008 | P ⁽¹⁾ | 3,000 | A | \$ 6.5252 <u>(4)</u> | 7,050 ⁽³⁾ ⁽⁵⁾ | I | Smith Reporting Person is the custodian of an account f/b/o Jacqueline Beth Sinclair Smith Reporting Person is the custodian of an account f/b/o Matthew Julian Sinclair Smith Reporting Person is the custodian of an account f/b/o Devon Bianca Smith |
| Class A Common Stock | 08/07/2008 | P ⁽¹⁾ | 3,000 | A | \$ 6.5252 <u>(4)</u> | 7,040 ⁽³⁾ ⁽⁵⁾ | I | |
| Class A Common Stock | 08/07/2008 | P ⁽¹⁾ | 3,000 | A | \$ 6.5252 <u>(4)</u> | 7,050 ⁽³⁾ ⁽⁵⁾ | I | |

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH DAVID D C/O SINCLAIR BROADCAST GROUP 10706 BEAVER DAM ROAD COCKEYSVILLE, MD 21202 | X | X | President | |

Signatures

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

08/11/2008

__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) This purchase was a trade order executed by a broker.

The purchase price is weighted average for the purchase reported. The range of prices for the purchase was \$6.1398 - \$6.7450. The

(2) reporting person undertakes to provide, upon request of the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(3) Mr. Smith also directly owns 9,349,925.227 shares of Class B Common Stock and 4,621.949532 shares of Common Stock held in a 401(k) Plan.

The purchase price is a weighted average for the purchase reported. The range of prices for the purchase was \$6.38 - \$6.60. The reporting

(4) person undertakes to provide, upon request of the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(5) Mr. Smith denies beneficial ownership of these shares. These shares are held in a custodial account for Mr. Smith's child.

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.