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SINCLAIR BROADCAST GROUP INC

Form 4 March 22, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

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

SECURITIES

1(b).

Class A

Stock

Stock

Class A

Common

Common

03/18/2010

03/19/2010

Form 5

(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 X_ Officer (give title Other (specify (Month/Day/Year) below) C/O SINCLAIR BROADCAST 03/18/2010 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 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership (Instr. 4) Following or Indirect Reported (A) Transaction(s) (Instr. 4)

Code V

 $S^{(1)}$

 $S^{(1)}$

or

(D)

D

D

Amount

50,605

1,473

Price

5.5145

5.2611

(2)(5)

(2)(3)

\$

\$

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 SEC 1474 (9-02)

(Instr. 3 and 4)

D

D

1,473 (4)

 $0^{(4)}$

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displays a currently valid OMB control number.

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

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	cisable and	7. Tit.	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Secur	ities	(Instr. 5)	J
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
				Exerci		Exercisable	xercisable Date	Title	of		
				Code	V (A) (D)				Shares		
				Code	(A)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	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

Lisa A. Olivieri, Esquire, on behalf of David D. Smith, by Power of Attorney

03/22/2010

**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) 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 by 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 \$5.40 -\$5.64.
- (4) The Reporting Person also directly owns 8,499,925.227 shares of Class B Common Stock and 4,558.870917 shares of Class A Common Stock held by a 401k Plan.
- (5) The range of prices for the sale was \$5.2205 \$5.42.

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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