

SINCLAIR BROADCAST GROUP INC

Form 4

December 23, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH ROBERT E

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)
12/20/2013

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

COCKEYSVILLE, MD 21030

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	12/20/2013		J ⁽¹⁾		17,061	D	\$ 34.1053 ⁽²⁾	208,251 ⁽³⁾	I	Trustee of Trust f/b/o Family Member
Class A Common Stock	12/20/2013		J ⁽¹⁾		17,061	A	\$ 34.1053 ⁽²⁾	17,061 ⁽³⁾	I	Trustee of Trust f/b/o Family Member
Class A Common	12/20/2013		S		17,061	D	\$ 34.1053	0 ⁽³⁾	I	Trustee of Trust

Stock

(2)f/b/o
Family
Member

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

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SEC 1474
(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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ROBERT E 10706 BEAVER DAM ROAD COCKEYSVILLE, MD 21030	X	X		

Signatures

Clinton R. Black, V, Esquire, on behalf of Robert E. Smith, by Power of Attorney

12/23/2013

**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) Conversion of Class B Common Stock into Class A Common Stock.

The purchase price is weighted average for the transaction required. The Reporting Person undertakes to provide, upon request by the

(2) Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each price. The range of prices for this transaction was \$34.10-\$34.15.

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- (3) The Reporting Person directly owns 135,880 shares of Class A Common Stock and 6,329,806 shares of Class B Common Stock and 599.544276 shares of Class A Common Stock held in a 401(k) Plan.

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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