

GREEN SHIRLEY E
Form 4
August 28, 2012

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 *
GREEN SHIRLEY E

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)
08/27/2012

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

Vice President, Controller

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 08/27/2012 | | M | | 11,500 | A | \$ 4.56 |
| | | | | | | | 29,997 |
| Class A Common Stock | 08/27/2012 | | S | | 11,500 | D | \$ 8.56 |
| | | | | | | | 18,497 |
| Class A Common Stock | 08/27/2012 | | M | | 10,000 | A | \$ 4.56 |
| | | | | | | | 28,497 |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|------------|--------|---|
| Class A Common Stock | 08/27/2012 | S | 10,000 | D | \$ 8.56 | 18,497 | D |
| Class A Common Stock | 08/27/2012 | M | 6,000 | A | \$ 4.9 | 24,497 | D |
| Class A Common Stock | 08/27/2012 | S | 6,000 | D | \$ 8.56 | 18,497 | D |

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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Exercise of Stock Options | \$ 4.56 | 08/27/2012 | | M | 11,500 | <u>(1)</u> 11/28/2013 | Class A Common Stock | 11,500 |
| Exercise of Stock Options | \$ 4.56 | 08/27/2012 | | M | 10,000 | <u>(2)</u> 12/15/2014 | Class A Common Stock | 10,000 |
| Exercise of Stock Options | \$ 4.9 | 08/27/2012 | | M | 6,000 | <u>(3)</u> 12/19/2016 | Class A Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN SHIRLEY E C/O NEXSTAR BROADCASTING GROUP, INC. | | | Vice President, Controller | |

5215 N. O'CONNOR BLVD., SUITE 1400
IRVING, TX 75039

Signatures

/s/ Shirley E.

08/28/2012

Green

 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) 2,500 options became exercisable on November 28, 2005 and 3,000 options became exercisable as of each of the vesting dates November 28, 2006, 2007 and 2008.
- (2) 2,000 options became exercisable as of each of the vesting dates December 15, 2005 through 2009.
- (3) 2,000 options became exercisable as of each of the vesting dates December 19, 2007, 2008 and 2009.

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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