

SINCLAIR BROADCAST GROUP INC

Form 4

December 26, 2013

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 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)
12/23/2013

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 Ownership (Instr. 4)		
			Code	V	Amount (A) or (D) Price				
Class B Common Stock	12/23/2013		J ⁽¹⁾		22,839	D	\$ 34.3581 (2) (3) 185,412 (4)	I	Trustee of Trust f/b/o Family Member
Class A Common Stock	12/23/2013		J ⁽¹⁾		22,839	A	\$ 34.3581 (2) (3) 22,839 (4)	I	Trustee of Trust f/b/o Family Member
Class A Common	12/23/2013		S		22,839	D	\$ 34.3581 (4)	I	Trustee of Trust

Stock						<u>(2)</u> <u>(3)</u>			f/b/o Family Member
Class B Common Stock	12/23/2013		<u>J</u> ⁽¹⁾	40,412	D	\$ <u>(2)</u> <u>(5)</u> 34.7361	145,000 <u>(4)</u>	I	Trustee of Trust f/b/o Family Member
Class A Common Stock	12/23/2013		<u>J</u> ⁽¹⁾	40,412	A	\$ <u>(2)</u> <u>(5)</u> 34.7361	40,412 <u>(4)</u>	I	Trustee of Trust f/b/o Family Member
Class A Common Stock	12/23/2013		S	40,412	D	\$ <u>(2)</u> <u>(5)</u> 34.7361	0 <u>(4)</u>	I	Trustee of Trust f/b/o Family Member

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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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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
						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 ROBERT E
10706 BEAVER DAM ROAD X X
COCKEYSVILLE, MD 21030

Signatures

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

12/26/2013

__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.

(2) The purchase price is a weighted average for the transaction required. 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 purchased at each price.

(3) The range of prices for this transaction was \$34.11-\$34.66.

(4) The Reporting Person directly owns 135,880 shares of Class A Common Stock and 6,329,806 shares of Class B Common Stock and 599,545,673 shares of Class A Common Stock held in a 401(k) Plan.

(5) The range of prices for this transaction was \$34.575-\$34.82

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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