

SMITH J DUNCAN

Form 4

February 15, 2011

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 J DUNCAN

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 RD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2011

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

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 21030

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class B Common Stock	02/11/2011		J ⁽¹⁾		250,000	D	⁽²⁾
					8,342,781	⁽³⁾	D
Class A Common Stock	02/11/2011		J ⁽¹⁾		250,000	A	⁽²⁾
					250,000	⁽³⁾	D
Class A Common Stock	02/11/2011		S		250,000	D	\$ 12.1524 ⁽⁴⁾ ⁽⁵⁾
					0	⁽³⁾	D
Class B Common	02/14/2011		J ⁽¹⁾		250,000	D	⁽²⁾
					8,092,781	⁽³⁾	D

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Stock

Class A

Common 02/14/2011 J⁽¹⁾ 250,000 A ⁽²⁾ 250,000 ⁽³⁾ D
Stock

Class A

Common 02/14/2011 S 250,000 D \$ 12.0054 0 ⁽³⁾ D
Stock ⁽⁴⁾ ⁽⁶⁾

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 Repo 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 J DUNCAN 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030	X	X	Secretary	

Signatures

Clinton R. Black, IV, Esquire, on behalf of J. Duncan Smith, by Power of Attorney

02/14/2011

 **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 from Class B Common Stock to Class A Common Stock.

(2) N/A

(3) The Reporting Person also directly owns 6024.798811 shares of Class A Common Stock held in a 401K Plan.

(4) 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.

(5) The range of prices for the sale was \$12.45-\$12.00.

(6) The range of prices for the sale was \$12.18-\$12.00.

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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