

FABER BARRY
Form 4
February 14, 2011

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 *
FABER BARRY

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)
02/10/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP General Counsel

COCKEYSVILLE, MD 21203

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 02/10/2011 | | S | | \$ 11.6402 | 65,900 ⁽³⁾ | D |
| | | | | | (1) (2) | | |
| Class A Common Stock | 02/10/2011 | | S | | \$ 11.65 | 65,500 ⁽³⁾ | D |
| Class A Common Stock | 02/10/2011 | | S | | \$ 11.65 | 63,500 ⁽³⁾ | D |
| Class A Common | 02/10/2011 | | S | | \$ 11.66 | 61,000 ⁽³⁾ | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|-------|---|------------------------------|-----------------------|---|
| Stock | | | | | | | | |
| Class A Common Stock | 02/10/2011 | | S | 2,000 | D | \$ 11.6 | 59,000 ⁽³⁾ | D |
| Class A Common Stock | 02/10/2011 | | S | 2,500 | D | \$ 11.6115 | 56,500 ⁽³⁾ | D |
| Class A Common Stock | 02/10/2011 | | S | 2,500 | D | \$ 11.6 | 54,000 ⁽³⁾ | D |
| Class A Common Stock | 02/10/2011 | | S | 1,300 | D | \$ 11.6 | 52,700 ⁽³⁾ | D |
| Class A Common Stock | 02/10/2011 | | S | 3,200 | D | \$ 11.6136 <u>(1) (4)</u> | 49,500 ⁽³⁾ | D |
| Class A Common Stock | 02/10/2011 | | S | 2,500 | D | \$ 11.6303 <u>(1) (5)</u> | 47,000 ⁽³⁾ | D |
| Class A Common Stock | 02/10/2011 | | S | 2,000 | D | \$ 11.6615 | 45,000 ⁽³⁾ | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| FABER BARRY 10706 BEAVER DAM ROAD COCKEYSVILLE, MD 21203 | | | Exec. VP General Counsel | |

Signatures

Clinton R.Black,IV, Esquire, on behalf of Barry Faber, 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) 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.
- (2) The range of prices for the sale was \$11.6415-\$11.64.
- (3) The Reporting Person also directly owns 914.872689 shares of Class A Common Stock held in a 401K Plan.
- (4) The range of prices was \$11.6315-\$11.61
- (5) The range of prices for the sale was \$11.6315-\$11.63.

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.