

SINCLAIR BROADCAST GROUP INC

Form 4

January 18, 2017

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 DAVID D

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

C/O SINCLAIR BROADCAST GROUP, 10706 BEAVER DAM ROAD

(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

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	01/15/2016		P	2,500	A	\$ 29.6588 (1)	89,520 (2) I	Trustee of Trust f/b/o Blake Edwards Cunningham Smith
Class A Common Stock	01/15/2016		P	2,500	A	\$ 29.6404 (3)	89,550 (2) I	Trustee of Trust f/b/o Jacqueline Beth Sinclair

Class A Common Stock	01/15/2016	P	2,500	A	\$ 29.6376 (4)	89,550 (2)	I	Smith Trustee of Trust f/b/o Devon Bianca Smith
Class A Common Stock	01/15/2016	P	2,500	A	\$ 29.5748 (5)	89,540 (2)	I	Trustee of Trust f/b/o Matthew Julian Sinclair Smith
Class A Common Stock	01/15/2016	P	2,500	A	\$ 29.46 (6)	161,353 (2)	I	Sole voting member of limited liability company f/b/o David D. Smith
Class A Common Stock	01/15/2016	P	4,000	A	\$ 29.584 (7)	354,000 (2)	I (8)	Family Foundation, Inc.

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						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 DAVID D C/O SINCLAIR BROADCAST GROUP 10706 BEAVER DAM ROAD COCKEYSVILLE, MD 21030	X	X	Executive Chairman	

Signatures

Clinton R. Black, V, Esq., on behalf of David D. Smith, by Power of Attorney 01/18/2017

**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 purchase price is a weighted average for the purchase 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 purchased at each separate price. The range of prices for the purchase was \$29.65-\$29.66.
 - (2) The Reporting Person also directly owns 7,211,072.227 shares of Class B Common Stock and 10,307.252297 shares of Class A Common Stock held in a 401(k) Plan.
 - (3) The purchase price is a weighted average for the purchase 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 purchased at each separate price. The range of prices for the purchase was \$29.61-\$29.66.
 - (4) The purchase price is a weighted average for the purchase 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 purchased at each separate price. The range of prices for the purchase was \$29.63-\$29.67.
 - (5) The purchase price is a weighted average for the purchase 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 purchased at each separate price. The range of prices for the purchase was \$29.51-\$29.61.
 - (6) The purchase price is a weighted average for the purchase 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 purchased at each separate price. The range of prices for the purchase was \$29.40-\$29.49.
 - (7) The purchase price is a weighted average for the purchase 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 purchased at each separate price. The range of prices for the purchase was \$29.53-\$29.60.
 - (8) Purchased for David D. Smith Family Foundation, Inc., which Reporting Person controls, but does not derive any benefit.

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.