

MARKS STEVEN M
Form 4
February 24, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARKS STEVEN M

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)
C/O WITTA-TV 7622 BALD
CYPRESS PLACE

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2011

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Operating Officer

(Street)
TAMPA, FL 33614

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 A Common Stock	02/22/2011		M		10,000	A	\$ 11.63 10,000 ⁽¹⁾
Class A Common Stock	02/22/2011		S		10,000	D	\$ 12.8137 0 ⁽¹⁾ ⁽²⁾ ⁽³⁾
Class A Common Stock	02/22/2011		M		10,000	A	\$ 8.16 10,000 ⁽¹⁾
Class A	02/22/2011		S		10,000	D	\$ 12.805 0 ⁽¹⁾

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Common
Stock

(2) (4)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Plan	\$ 11.63	02/22/2011		M		10,000		03/01/2002	03/01/2012	Common Stock	10,000
Employee Stock Option	\$ 8.16	02/22/2011		M		10,000		03/07/2003	03/07/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARKS STEVEN M
C/O WITTA-TV 7622 BALD CYPRESS PLACE
TAMPA, FL 33614

Chief Operating Officer

Signatures

Lisa A. Olivieri, Esquire, on behalf of Steven M. Marks, by Power of
Attorney

02/24/2011

**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 Reporting Person also directly owns 12,573 shares of Class A Common Stock, 53,488 shares of Class A Common Stock issued as Restricted Stock, 15,486 shares in an Employee Stock Purchase Plan, and 0.103706 shares of Common Stock in a 401(k) Plan.

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- (2) 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.
- (3) The range of prices for the sale was 12.80-12.85.
- (4) The range of prices for the sale was 12.80-12.83.

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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