

MARKS STEVEN M
Form 4
February 14, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2013

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

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 | 02/13/2013 | | M | | 12,500 | A | \$ 12.3 |
| | | | | | 12,500 | | (1) |
| Class A Common Stock | 02/13/2013 | | S | | 12,500 | D | \$ 14.188 |
| | | | | | 0 | | (2) |

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

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SEC 1474 (9-02)

number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option | \$ 12.3 | 02/13/2013 | | M | 12,500 | 03/29/2004 03/29/2014 | Common Stock 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| MARKS STEVEN M C/O WITTA-TV 7622 BALD CYPRESS PLACE TAMPA, FL 33614 | Director 10% Owner Officer Chief Operating Officer |

Signatures

Clinton R. Black V, Esquire, by Power of Attorney, on behalf of Steven Marks
02/14/2013

__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) The Reporting Person also directly owns 12,573 shares of Class A Common Stock, 86,230 shares of Class A Common Stock issued as Restricted Stock, 15,486.368 shares in an Employee Stock Purchase Plan, and 916.081865 shares of Common Stock in a 401(K) Plan.
- The range of prices for the sale was \$14.152-\$14.225. The sale price is a weighted average for the sale reported. The Reporting Person
- (2) 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.
- Following the transaction on February 24, 2011, Reporting Person owned 22,500 shares of Class A Common Stock Options issued as
- (3) derivative securities. On January 2, 2013, 10,000 shares of those options expired. The Reporting Person exercised the remaining 12,500 on February 13, 2013 which is the subject of this filing.

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.