

SINCLAIR BROADCAST GROUP INC
 Form 4
 March 08, 2007

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 *
SMITH FREDERICK G

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)
 03/06/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice President

COCKEYSVILLE, MD 21030

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

(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 or Price | | |
| Class A Common Stock | 03/06/2007 | | S | | 544 | D | |
| | | | | | \$ 14.56 | | |
| | | | | | 521,456 ⁽¹⁾ | | |
| | | | | | ₍₂₎ | | D |
| Class A Common Stock | 03/06/2007 | | S | | 8,454 | D | |
| | | | | | \$ 14.57 | | |
| | | | | | 513,002 ⁽²⁾ | | D |
| Class A Common Stock | 03/06/2007 | | S | | 1,002 | D | |
| | | | | | \$ 14.58 | | |
| | | | | | 512,000 ⁽²⁾ | | D |
| Class A Common | 03/06/2007 | | S | | 4,471 | D | |
| | | | | | \$ 14.59 | | |
| | | | | | 507,529 ⁽²⁾ | | D |

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| | | | | | | | | | |
|----------------------------|------------|--|---|--------|---|-------------|--------------------------|---|--|
| Stock | | | | | | | | | |
| Class A Common Stock | 03/06/2007 | | S | 7,529 | D | \$ 14.6 | 500,000 ⁽²⁾ | D | |
| Class B Common Stock | 03/06/2007 | | S | 23,784 | D | \$ 14.5 | 7,326,035 ⁽²⁾ | D | |
| Class B Common Stock | 03/06/2007 | | S | 6,265 | D | \$ 14.51 | 7,319,770 ⁽²⁾ | D | |
| Class B Common Stock | 03/06/2007 | | S | 1,000 | D | \$ 14.52 | 7,318,770 ⁽²⁾ | D | |
| Class B Common Stock | 03/06/2007 | | S | 2,051 | D | \$ 14.53 | 7,316,719 ⁽²⁾ | D | |
| Class B Common Stock | 03/06/2007 | | S | 3,000 | D | \$ 14.54 | 7,313,719 ⁽²⁾ | D | |
| Common Stock | 03/06/2007 | | S | 2,179 | D | \$ 14.55 | 7,311,540 ⁽²⁾ | D | |
| Class B Common Stock | 03/06/2007 | | S | 3,669 | D | \$ 14.56 | 7,307,871 ⁽²⁾ | D | |
| Class B Common Stock | 03/06/2007 | | S | 200 | D | \$ 14.57 | 7,307,671 ⁽²⁾ | D | |
| Class B Common Stock | 03/06/2007 | | S | 7,852 | D | \$ 14.58 | 7,299,819 ⁽²⁾ | 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 | 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

(A) or
 Disposed
 of (D)
 (Instr. 3,
 4, and 5)

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 FREDERICK G 10706 BEAVER DAM RD COCKEYSVILLE, MD 21030 | X | X | Vice President | |

Signatures

Lisa A. Olivieri, Esq., on behalf of Frederick G. Smith, by Power of Attorney

03/08/2007

**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) 22,000 of the 522,000 Class A Common shares owned prior to the transaction were received by Mr. Smith through a distribution from certain Charitable Remainder Unitrusts on December 27, 2006.
 - (2) Mr. Smith also owns 401,158 shares of Class B Common Stock in a trust f/b/o family members.

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.