#### SMITH J DUNCAN

Form 4

February 15, 2011

## FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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**OMB APPROVAL** 

response...

Form 5 obligations

may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading SMITH J DUNCAN Issuer Symbol SINCLAIR BROADCAST GROUP (Check all applicable) INC [SBGI]

5. Relationship of Reporting Person(s) to

10706 BEAVER DAM RD

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

\_X\_\_ Director \_X\_\_ 10% Owner

Secretary

(Month/Day/Year) 02/11/2011

below)

\_ Other (specify X\_ Officer (give title

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

COCKEYSVILLE, MD 21030

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative	Secur	ities Acquire	ed, Disposed of, o	r Beneficially	<b>Owned</b>
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Disposed of (Instr. 3, 4)	of (D)	uired (A) or	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)
Class B Common Stock	02/11/2011		J <u>(1)</u>	250,000	, í	(2)	8,342,781 (3)	D	
Class A Common Stock	02/11/2011		J <u>(1)</u>	250,000	A	(2)	250,000 (3)	D	
Class A Common Stock	02/11/2011		S	250,000	D	\$ 12.1524 (4) (5)	0 (3)	D	
Class B Common	02/14/2011		<u>J(1)</u>	250,000	D	(2)	8,092,781 (3)	D	

Stock

Class A Common Stock	02/14/2011	J <u>(1)</u>	250,000	A	<u>(2)</u>	250,000 (3)	D
Class A Common Stock	02/14/2011	S	250,000	D	\$ 12.0054 (4) (6)	0 (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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
SMITH J DUNCAN								
10706 BEAVER DAM RD	X	X	Secretary					
COCKEYSVILLE, MD 21030								

# **Signatures**

Clinton R. Black, IV, Esquire, on behalf of J. Duncan Smith, by Power of
Attorney 02/14/2011

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **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) Conversion from Class B Common Stock to Class A Common Stock.
- (2) N/A
- (3) The Reporting Person also directly owns 6024.798811 shares of Class A Common Stock held in a 401K Plan.
- (4) 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.
- (5) The range of prices for the sale was \$12.45-\$12.00.
- (6) The range of prices for the sale was \$12.18-\$12.00.

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.