

SMITH ROBERT E
Form 4
March 20, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 ROBERT E

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 ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/18/2019

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

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class B Common Stock	03/18/2019		J ⁽¹⁾	77,696 D <u>(2)</u>	6,252,110 ⁽³⁾	D	
Class A Common Stock	03/18/2019		J ⁽¹⁾	77,696 A <u>(2)</u>	93,696 ⁽³⁾	D	
Class A Common Stock	03/18/2019		S	77,696 D <u>(2)</u>	\$ 38.6038 16,000 ⁽³⁾	D	
Class B Common	03/19/2019		J ⁽¹⁾	65,306 D <u>(2)</u>	6,186,804 ⁽³⁾	D	

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Stock

Class A
Common 03/19/2019 J⁽¹⁾ 65,306 A (2) 81,306 ⁽³⁾ D
Stock

Class A
Common 03/19/2019 S 65,306 D \$ 38.553 ⁽⁴⁾ ⁽⁶⁾ 16,000 ⁽³⁾ D
Stock

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)

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ROBERT E 10706 BEAVER DAM ROAD COCKEYSVILLE, MD 21030	X	X		

Signatures

Clinton R. Black, V, Esq., on behalf of Robert E. Smith, by Power of Attorney

03/20/2019

__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) Conversion of Class B Common Stock to Class A Common Stock.

(2) N/A

(3) The Reporting Person also directly owns 679,248,098 shares in a 401(k) unitized stock fund and indirectly owns 145,000 shares of Class B Common Stock held in a trust f/b/o family members and indirectly owns 4,000 shares of Class A Common Stock held in accounts by or with family members.

(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 this sale was \$38.50-\$38.81.

(6) The range of prices for this sale was \$38.50-\$38.725.

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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