

SINCLAIR BROADCAST GROUP INC
 Form 4
 March 29, 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 *
FABER BARRY

2. Issuer Name and Ticker or Trading Symbol
SINCLAIR BROADCAST GROUP INC [SBBI]

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)
03/27/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President General Counsel

COCKEYSVILLE, MD 21203
 (City) (State) (Zip)

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

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 | | | |
| Common Stock | 03/27/2007 | | M | 5,000 A \$ 8.16 | 5,000 ⁽¹⁾ | D | |
| Common Stock | 03/27/2007 | | S | 4,980 D \$ 15.64 | 20 ⁽¹⁾ | D | |
| Common Stock | 03/27/2007 | | S | 20 D \$ 15.65 | 0 ⁽¹⁾ | D | |
| Common Stock | 03/27/2007 | | M | 5,000 A \$ 11.63 | 5,000 ⁽¹⁾ | D | |
| Common Stock | 03/27/2007 | | S | 5,000 D \$ 15.65 | 0 ⁽¹⁾ | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|-----------------------|---|
| Common Stock | 03/27/2007 | M | 10,000 | A | \$ 12.3 | 10,000 ⁽¹⁾ | D |
| Common Stock | 03/27/2007 | S | 480 | D | \$ 15.65 | 9,520 ⁽¹⁾ | D |
| Common Stock | 03/27/2007 | S | 500 | D | \$ 15.6525 | 9,020 ⁽¹⁾ | D |
| Common Stock | 03/27/2007 | S | 9,020 | D | \$ 15.66 | 0 ⁽¹⁾ | D |
| Common Stock | 03/27/2007 | M | 5,000 | A | \$ 15.055 | 5,000 ⁽¹⁾ | D |
| Common Stock | 03/27/2007 | S | 85 | D | \$ 15.66 | 4,915 ⁽¹⁾ | D |
| Common Stock | 03/27/2007 | S | 2,800 | D | \$ 15.67 | 2,115 ⁽¹⁾ | D |
| Common Stock | 03/27/2007 | S | 2,115 | D | \$ 15.68 | 0 ⁽¹⁾ | D |

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

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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 (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 Option (right to buy) | \$ 8.16 | 03/27/2007 | | M | 5,000 | ⁽²⁾ | 03/07/2013 | Common Stock | 5,000 |
| Employee Stock Option (right to | \$ 11.63 | 03/27/2007 | | M | 5,000 | ⁽³⁾ | 03/01/2012 | Common Stock | 5,000 |

| | | | | | | | | | |
|--|-----------|------------|---|--------|-----|------------|-----------------|--------|--|
| buy) | | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 12.3 | 03/27/2007 | M | 10,000 | (4) | 03/29/2014 | Common Stock | 10,000 | |
| Employee Stock Option (right to buy) | \$ 15.055 | 03/27/2007 | M | 5,000 | (5) | 09/03/2007 | Common Stock | 5,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FABER BARRY 10706 BEAVER DAM ROAD COCKEYSVILLE, MD 21203 | | | Vice President General Counsel | |

Signatures

Lisa A. Olivieri, Esquire, on behalf of Barry Faber, by Power of Attorney

03/29/2007

**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).
- Mr. Faber also owns: 5,000 shares of Restricted Stock; 1,900 shares of Class A Common Stock held in street name; 3,801.2207 shares of
- (1) Class A Common Stock held by an Employee Stock Purchase Plan; and 1,759.562261 shares of Class A Common Stock held by a 401(k) Plan.
 - (2) The option vested 25% on March 7, 2003, 2004, 2005 and 25% on April 21, 2005.
 - (3) The option vested 25% on March 1, 2002, 2003, 2004 and 2005.
 - (4) The option vested 25% on March 29, 2004 and 2005 and 50% on April 21, 2005.
 - (5) The option vested 25% on January 19, 1998, 1999, 2000 and 2001.

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.