

SINCLAIR BROADCAST GROUP INC

Form 4

February 21, 2007

FORM 4

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

OMB APPROVAL

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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 *
FABER BARRY

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)
02/20/2007

____ Director
 Officer (give title below) _____ 10% Owner
_____ 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 or Price		
Common Stock	02/20/2007		M		15,000 A \$ 9.25	15,000 ⁽¹⁾	D
Common Stock	02/20/2007		S		5,732 D \$ 14.75	9,268 ⁽¹⁾	D
Common Stock	02/20/2007		S		2,486 D \$ 14.74	6,782 ⁽¹⁾	D
Common Stock	02/20/2007		S		1,500 D \$ 14.73	5,282 ⁽¹⁾	D
Common Stock	02/20/2007		S		500 D \$ 14.72	4,782 ⁽¹⁾	D

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Common Stock	02/20/2007	S	2,500	D	\$ 14.71	2,282 ⁽¹⁾	D
Common Stock	02/20/2007	S	1,500	D	\$ 14.7	782 ⁽¹⁾	D
Common Stock	02/20/2007	S	700	D	\$ 14.66	82 ⁽¹⁾	D
Common Stock	02/20/2007	S	82	D	\$ 14.65	0 ⁽¹⁾	D
Common Stock	02/20/2007	M	5,000	A	\$ 8.81	5,000 ⁽¹⁾	D
Common Stock	02/20/2007	S	5,000	D	\$ 14.65	0 ⁽¹⁾	D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.25	02/20/2007		M	15,000	⁽²⁾	02/28/2010	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 8.81	02/20/2007		M	5,000	⁽³⁾	03/11/2011	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

02/21/2007

__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 issued pursuant to the Long Term Incentive Plan which vest 25% on April 3, 2007
- (1) and 2008 and 50% on April 3, 2009; 1,900 shares of Class A Common Stock in street name; 11,801.2207 shares of Class A Common Stock held by an Employee Stock Purchase Plan and 1,470.311374 shares of Class A Common Stock held by a 401(k) Plan.
 - (2) The option vested 25% on March 1, 2000, 2001, 2002 and 2003.
 - (3) The option vested 25% on March 12, 2001, 2002, 2003 and 2004.

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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