

SINCLAIR BROADCAST GROUP INC
 Form 4/A
 February 16, 2011

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 DAVID D

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)
 02/10/2011

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

COCKEYSVILLE, MD 21030

4. If Amendment, Date Original Filed (Month/Day/Year)
 02/14/2011

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 Ownership (Instr. 4)	
			Code	V	Amount or Price			
Class A Common Stock	02/10/2011		M		300,000	A	\$ 5.75 300,000 ⁽¹⁾	D
Class A Common Stock	02/10/2011		D		146,434	D	\$ 11.78 153,566 ⁽¹⁾	D
Class A Common Stock	02/10/2011		M		350,000	A	\$ 8.94 503,566 ⁽¹⁾	D
Class A Common	02/10/2011		D		265,619	D	\$ 11.78 237,947 ⁽¹⁾	D

Stock

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 Security (Instr. 3 and 4)	Am Nur Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Stock Appreciation Right	\$ 5.75	02/10/2011		M	300,000	03/12/2010 03/12/2020	Class A Common Stock	30	
Stock Appreciation Right	\$ 8.94	02/10/2011		M	350,000	04/01/2008 04/01/2018	Class A Common Stock	35	

Reporting Owners

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

Signatures

Lisa A. Olivieri, Esquire, on behalf of David D. Smith, by Power of Attorney

02/16/2011

__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) The Reporting Person also directly owns 7,999,925.227 shares of Class B Common Stock and 6,696.306861 shares of Class A Common Stock held in a 401K Plan.

Remarks:

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Amendment being filed for clarification of net shares of Class A Common Stock issued to reporting person as a result of the e

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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