

NEXSTAR BROADCASTING GROUP INC

Form 4

December 18, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES BRIAN

2. Issuer Name **and** Ticker or Trading
Symbol
NEXSTAR BROADCASTING
GROUP INC [NXST]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP/Co-COO

C/O NEXSTAR BROADCASTING
GROUP, INC., 5215 N. O'CONNOR
BLVD., SUITE 1400

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

IRVING, TX 75039

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/13/2013		M		7,672	A	\$ 4.37	18,172	D	
Class A Common Stock	12/13/2013		S		7,672	D	\$ 52	10,500	D	
Class A Common Stock	12/16/2013		M		17,328	A	\$ 4.37	27,828	D	

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Class A
Common Stock 12/16/2013 S 17,328 D \$ 52.02 10,500 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)	8. Amount or Number of Shares
Stock Option Exercise	\$ 4.37	12/13/2013		M	7,672	<u>(1)</u> 12/15/2015	Class A Common Stock	7,672
Stock Option Exercise	\$ 4.37	12/16/2013		M	17,328	<u>(1)</u> 12/15/2015	Class A Common Stock	17,328

Reporting Owners

Reporting Owner Name / Address	Relationships
JONES BRIAN C/O NEXSTAR BROADCASTING GROUP, INC. 5215 N. O'CONNOR BLVD., SUITE 1400 IRVING, TX 75039	Director 10% Owner Officer Other EVP/Co-COO

Signatures

/s/ Elisa Moore, Attorney-in-Fact for Brian Jones 12/18/2013

__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) 5,000 options became exercisable as of each of the vesting dates December 15, 2006 through 2010.

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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