

NEXSTAR BROADCASTING GROUP INC  
 Form 4  
 May 27, 2011

**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 \*  
**SOOK PERRY A**

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

3. Date of Earliest Transaction (Month/Day/Year)  
**05/26/2011**

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

(Street)  
**IRVING, TX 75039**

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 Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |                  |
| Class A Common Stock            | 05/26/2011                           |  | P                              |   | 100   | A  | \$ 6.82 381,170                   | I | See Footnote (1) |
| Class A Common Stock            | 05/26/2011                           |  | P                              |   | 100   | A  | \$ 6.84 381,270                   | I | See Footnote (1) |
| Class A Common Stock            | 05/26/2011                           |  | P                              |   | 100   | A  | \$ 6.85 381,370                   | I | See Footnote (1) |

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|                            |            |  |   |       |   |             |         |   |                        |
|----------------------------|------------|--|---|-------|---|-------------|---------|---|------------------------|
| Class A<br>Common<br>Stock | 05/26/2011 |  | P | 300   | A | \$ 6.86     | 381,670 | I | See<br>Footnote<br>(1) |
| Class A<br>Common<br>Stock | 05/26/2011 |  | P | 1,900 | A | \$ 6.87     | 383,570 | I | See<br>Footnote<br>(1) |
| Class A<br>Common<br>Stock | 05/26/2011 |  | P | 400   | A | \$ 6.88     | 383,970 | I | See<br>Footnote<br>(1) |
| Class A<br>Common<br>Stock | 05/26/2011 |  | P | 400   | A | \$ 6.89     | 384,370 | I | See<br>Footnote<br>(1) |
| Class A<br>Common<br>Stock | 05/26/2011 |  | P | 2,141 | A | \$ 6.9      | 386,511 | I | See<br>Footnote<br>(1) |
| Class A<br>Common<br>Stock | 05/26/2011 |  | P | 900   | A | \$ 6.92     | 387,411 | I | See<br>Footnote<br>(1) |
| Class A<br>Common<br>Stock | 05/26/2011 |  | P | 645   | A | \$ 6.93     | 388,056 | I | See<br>Footnote<br>(1) |
| Class A<br>Common<br>Stock | 05/26/2011 |  | P | 100   | A | \$<br>6.935 | 388,156 | I | See<br>Footnote<br>(1) |
| Class A<br>Common<br>Stock | 05/26/2011 |  | P | 714   | A | \$ 6.94     | 388,870 | I | See<br>Footnote<br>(1) |
| Class A<br>Common<br>Stock | 05/26/2011 |  | P | 2,200 | A | \$ 6.95     | 391,070 | I | See<br>Footnote<br>(1) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| SOOK PERRY A<br>C/O NEXSTAR BROADCASTING GROUP, INC.<br>5215 N. O'CONNOR BLVD., SUITE 1400<br>IRVING, TX 75039 | X             |           | CEO & President |       |

## Signatures

/s/ Shirley Green, Attorney-in-Fact for Perry A.  
Sook

05/27/2011

\_\_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 shares of Class A Common Stock were purchased by PS Sook Ltd., which Mr. Sook and his spouse are the beneficial owners.

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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