

NEXSTAR BROADCASTING GROUP INC
 Form 4
 December 18, 2013

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 *
 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
 Officer (give title below) _____ Other (specify 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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (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 | |

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | ⁽¹⁾ 12/15/2015 | Class A Common Stock | 7,672 |
| Stock Option Exercise | \$ 4.37 | 12/16/2013 | | M | 17,328 | ⁽¹⁾ 12/15/2015 | Class A Common Stock | 17,328 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JONES BRIAN
C/O NEXSTAR BROADCASTING GROUP, INC.
5215 N. O'CONNOR BLVD., SUITE 1400
IRVING, TX 75039

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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