

LIN Media LLC

Form 4

October 30, 2014

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 *
CUNNINGHAM WILLIAM H DR

(Last) (First) (Middle)

UNIV. OF TEXAS AT AUSTIN,
21ST & GUADAL, HARRY
RANSOM CENTER, ROOM 3.358

(Street)

AUSTIN, TX 78712

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LIN Media LLC [LIN]

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

10/28/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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	(A) or (D)	Price		
Class A Common Shares	10/28/2014		M		100,000	A	\$ 2.075	205,808 ⁽¹⁾	D
Class A Common Shares	10/28/2014		M		9,900	A	\$ 3.605	215,708 ⁽¹⁾	D
Class A Common Shares	10/28/2014		M		2,175	A	\$ 6.605	217,883 ⁽¹⁾	D
Class A	10/28/2014		F ⁽²⁾		11,066	D	\$	206,817 ⁽¹⁾	D

Common
Shares

23.28

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options for Class A Common Shares	\$ 2.075	10/28/2014	10/28/2014	M	100,000	05/21/2010	05/21/2019	Class A Common Shares	100,000
Options for Class A Common Shares	\$ 3.605	10/28/2014	10/28/2014	M	9,900	12/08/2012	12/08/2021	Class A Common Shares	9,900
Options for Class A Common Shares	\$ 6.605	10/28/2014	10/28/2014	M	2,175	12/08/2013	12/08/2022	Class A Common Shares	2,175

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

CUNNINGHAM WILLIAM H DR
UNIV. OF TEXAS AT AUSTIN, 21ST & GUADAL
HARRY RANSOM CENTER, ROOM 3.358
AUSTIN, TX 78712

X

Signatures

/s/ Nicholas N. Mohamed, Attorney-in-fact for Dr. William H. Cunningham

10/30/2014

__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) This number includes 23,675 restricted shares awarded pursuant to the amended and restated 2002 Stock Plan. These shares remain subject to forfeiture and are nontransferable until vested. The shares vest over three (3) years from the date of grant.

(2) Net settlement of vested options by LIN Media LLC, 11,066 shares held by the Company for settlement of exercise price and taxes.

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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