

LIN Media LLC
 Form 4
 October 30, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Richter Robert S

(Last) (First) (Middle)

C/O LIN MEDIA LLC, 701
 BRAZOS STREET, SUITE 800

(Street)

AUSTIN, TX 78701

(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)

Sr. Vice President Digital

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Class A Common Shares | 10/28/2014 | | M | | 93,332 A \$ 1.99 | 265,761 ⁽¹⁾ | D |
| Class A Common Shares | 10/28/2014 | | M | | 36,800 A \$ 4.185 | 302,561 ⁽¹⁾ | D |
| Class A Common Shares | 10/28/2014 | | M | | 22,750 A \$ 3.605 | 325,311 ⁽¹⁾ | D |
| Class A Common | 10/28/2014 | | M | | 9,675 A \$ 6.605 | 334,986 ⁽¹⁾ | D |

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Shares

Class A

Common Shares 10/28/2014 F(2) 89,160 D \$ 23.28 245,826 (1) 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. SEC 1474 (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 or Number of Shares |
| Options for Class A Common Shares | \$ 1.99 | 10/28/2014 | 10/28/2014 | M | 93,332 | 06/02/2010 06/02/2019 | Class A Common Shares 93,332 |
| Options for Class A Common Shares | \$ 4.185 | 10/28/2014 | 10/28/2014 | M | 36,800 | 12/16/2010 12/16/2019 | Class A Common Shares 36,800 |
| Options for Class A Common Shares | \$ 3.605 | 10/28/2014 | 10/28/2014 | M | 22,750 | 12/08/2012 12/08/2021 | Class A Common Shares 22,750 |
| Options for Class A Common Shares | \$ 6.605 | 10/28/2014 | | M | 9,675 | 12/06/2013 12/06/2022 | Class A Common Shares 9,675 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Richter Robert S C/O LIN MEDIA LLC 701 BRAZOS STREET, SUITE 800 AUSTIN, TX 78701 | | | Sr. Vice President Digital | |

Signatures

| | |
|--|------------|
| /s/ Nicholas N. Mohamed, Attorney-in-fact for Robert S. Richter | 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 75,925 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, 89,160 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.