

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-05**
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ISSUER

LIN TV CORP

CIK: **1166789** | IRS No.: **050501252** | State of Incorporation: **DE**
SIC: **4833** Television broadcasting stations

Mailing Address
4 RICHMOND SQ
SUITE 200
PROVIDENCE RI 02906

Business Address
4 RICHMOND SQ
SUITE 200
PROVIDENCE RI 02906
401.454.2880

REPORTING OWNER

BRODSKY PETER S

CIK: **1259724**
Type: **4** | Act: **34** | File No.: **001-31311** | Film No.: **06815821**

Mailing Address
C/O HICKS, MUSE, TATE &
FURST
200 CRESCENT COURT,
SUITE 1600
DALLAS TX 75201

Business Address
214.740.7364

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person BRODSKY PETER S			2. Issuer Name and Ticker or Trading Symbol LIN TV CORP [TVL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2006			
C/O HICKS, MUSE, TATE & FURST, 200 CRESCENT COURT, SUITE 1600			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) DALLAS, TX 75201						
(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			
Common Stock (restricted) ⁽¹⁾	05/05/2006		A		2,000	A	\$9.17	2,000	D	
Class B Common Stock ^{(3) (4) (5)}	05/05/2006		J		0	A	\$9.17	23,417,287	I	See attached footnotes 3, 4, & 5

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Stock Option (right to buy)	\$9.17	05/05/2006		A		3,000 ⁽²⁾		05/05/2007	05/05/2016	Class A Common Stock	3,000	\$9.17	13,000	D	

Explanation of Responses:

- Shares were awarded pursuant to the Amended & Restated 2002 Non-Employee Director Stock Plan. The shares are subject to forfeiture and are non-transferable until vested. The shares vest in five (5) equal annual installments.

2. Options were granted pursuant to the Amended & Restaed 2002 Non-Employee Director Stock Plan. The options are subject to forfeiture and are non-transferable until vested. The options vest in four (4) equal annual installments.
3. Includes shares held by the following persons or entities that are or may be deemed to be affiliated with Hicks, Muse, Tate & Furst Incorporated: (i) 18,122,110 shares held of record by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a limited partnership of which the ultimate general partner is Hicks, Muse Fund III Incorporated, (ii) 236,980 shares held of record by HM3 Coinvestors, L.P., a limited partnership of which the ultimate general partner is Hicks, Muse Fund III Incorporated, (iii) 4,692,329 shares held of record by Hicks, Muse, Tate & Furst Equity Fund IV, LP., a limited partnership of which the ultimate general partner is Hicks, Muse Latin America Fund I Incorporated, (iv) 31,562 shares held of record by Hicks, Muse, Tate & Furst Private Equity fund IV, L.P., a limited partnership of which the ultimate general partner is Hicks, Muse Latin America Fund I Incorporated, (v) 72,820 shares held of record by HM4-EQ Coinvestors, L.P., a limited partnership of which the ultimate
4. general partner is Hicks, Muse Fund IV, LLC, (vi) 13,016 shares held of record by HM-4EN Coinvestors, L.P., a limited partnership of which the ultimate general partner is Hicks, Muse Fund IV, LLC, (vii) 8,329 shares held of record by HM4-P Coinvestors, L.P., a limited partnership of which the ultimate general partner is Hicks, Muse Fund IV, LLC, (viii) 127 shares held of record by HM 1-FOF Coinvestors, L.P., a limited partnership of which the ultimate general partner is Hicks, Muse Latin America Fund I Incorporated, and (ix) 123,466 shares held of record by Hicks, Muse & Co. Partners, L.P., a limited partnership of which the ultimate general partner is HM Partners Inc. Peter Brodsky is an executive officer of Hicks, Muse, Tate & Furst Incorporated, Hicks, Muse Fund III Incorporated, Hicks, Muse Latin America Fund I Incorporated, and Hicks Muse Fund IV, LLC. Mr. Brodsky disclaims beneficial ownership of shares not owned of record by him, except to the extent of his pecuniary interest
5. therein. In addition, Jack D. Furst and John R. Muse are partners, stockholders and, together with Thomas O. Hicks, members of the management committee of Hicks, Muse, Tate & Furst Incorporated and, accordingly, may be deemed to beneficially own all or a portion of the shares held of record by the entities listed above. Each of Messrs. Furst, Muse, and Hicks disclaims the existence of a group and disclaims beneficial ownership of shares of common stock not owned of record by him.

Signatures

/s/ Peter E. Maloney, Attorney-in-fact for Peter S. Brodsky

** Signature of Reporting Person

05/08/2006

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.