FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

	OMB APPROVAL						
IAL OWNERSHIP	OMB Number:	3235-0287					
, (E O 1111 E 1 (O 1 III	Estimated average	burden					

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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 OWNERSH

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Hare Richard B						2. Issuer Name and Ticker or Trading Symbol GRAY TELEVISION INC [ GTN ]									lationship k all app Direc	,	ng Pe	rson(s) to Is	
(Last)	(Fir	st) (M	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 04/30/2023									Office below	er (give title v)		Other (below)	specify
4370 PEACHTREE ROAD, NE					4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)														X		filed by On		•	
ATLANTA GA 30319														Form filed by More than One Reporting Person					
(City) (State) (Zip)						Rule 10b5-1(c) Transaction Indication													
							Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.												
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)				Execution Date		Date,			Disposed (	es Acquired (A) Of (D) (Instr. 3,		4 and Securit		ties cially I Following	Forn (D) o	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) (D)	or Pr	ce	Transa	ction(s) 3 and 4)			(1130.4)	
Common Stock 04				04/30/	2023				F		2,101		\$	7.71	25,146			D	
Class A Common Stock															9	,607		D	
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)	rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) if any			Transaction Code (Instr. 8)		vative rities sired r osed ) r. 3, 4	6. Date Exerci Expiration Da (Month/Day/Yo		te	7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		De Se (In	Price of erivative ecurity estr. 5)	ive derivative y Securities	e O' s Fo lly Di or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code V		(A)	(D)	Date Exercisable		Expiration Date	Title	of Shares						

Explanation of Responses:

Remarks:

/s/ Ginger Davis by Power of Attorney

05/02/2023

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.