1. Name and Address of Reporting Person*  
Latek Kevin Paul  
(1) Latek Kevin Paul  
(2) 4370 PEACHTREE ROAD, NE  
ATLANTA GA 30319  
(Street)  
(City) (State) (Zip)  

2. Issuer Name and Ticker or Trading Symbol  
GRAY TELEVISION INC [ GTN ]  

3. Date of Earliest Transaction (Month/Day/Year)  
01/17/2014  

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
X Director  
10% Owner  
Officer (give title below)  
General Counsel, VP, Law & Dev  
Other (specify below)  

6. Individual or Joint/Group Filing (Check Applicable Line)  
X 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  

<table>
<thead>
<tr>
<th>Date of Transaction</th>
<th>Transaction Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>01/17/2014</td>
<td>A</td>
<td>29,567</td>
<td>$0.00</td>
</tr>
<tr>
<td>01/17/2014</td>
<td>A</td>
<td>51,359</td>
<td>$0.00</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)  

<table>
<thead>
<tr>
<th>Date of Transaction</th>
<th>Transaction Code</th>
<th>Amount of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>01/17/2014</td>
<td>A</td>
<td>103,152</td>
</tr>
<tr>
<td>01/17/2014</td>
<td>A</td>
<td>154,511</td>
</tr>
</tbody>
</table>

Explanation of Responses:  
1. Represents grant of restricted stock, which vests in one-half increments on January 17, 2014 and January 1, 2015.  
2. Represents grant of restricted stock, which vests in one-third increments on January 17, 2015, January 17, 2016 and January 17, 2017.  

Remarks:  
/s/ Dottie Boudreau by Power of Attorney  
01/22/2014  
** Signature of Reporting Person 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).  
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.