**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. **Name and Address of Reporting Person**
   
   **BOGER RICHARD LEE**
   
   (Last)  (First)  (Middle)
   303 TOWNSEND PLACE, NW
   ATLANTA  GA  30327

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   05/07/2019

4. **Relationship of Reporting Person(s) to Issuer**
   
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

5. **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>A</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/07/2019</td>
<td>A</td>
<td>5,883</td>
<td>$0.00</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>05/07/2019</td>
<td>A</td>
<td>14,913</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>05/07/2019</td>
<td>A</td>
<td>1,470</td>
<td></td>
</tr>
</tbody>
</table>

6. **Remarks:**

   /s/ Dottie Boudreau by Power of Attorney
   05/09/2019

   **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.