

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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).

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

<b>1. Name and Address of Reporting Person*</b> <u>ROBINSON J MACK</u> <hr/> (Last) (First) (Middle) <u>4370 PEACHTREE ROAD,NE</u> <hr/> (Street) <u>ATLANTA GA 30319</u> <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>GRAY TELEVISION INC [ GTN ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman &amp; CEO</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/07/2005</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (GTN)								113,950	D	
Common Class A Stock (GTN.A)								405,775	D	
Common Stock (GTN)								80,500	I	Spouse
Common Class A Stock (GTN.A)								581,240	I	Spouse
Common Class A Stock (GTN.A)								10,400	I	Spouse
Common Stock (GTN)								43,750	I	Spouse as Trustee for Children
Common Class A Stock (GTN.A)								1,062,380	I	Spouse as Trustee for Children
Common Stock (GTN)								35,000	I	Delta Fire & Casualty Ins. Co.
Common Class A Stock (GTN.A)								33,750	I	Delta Fire & Casualty Ins. Co.
Common Stock (GTN)								10,000	I	Delta Life Ins. Co.
Common Class A Stock (GTN.A)								135,795	I	Delta Life Ins. Co.
Common Class A Stock (GTN.A)								221,706	I	Bankers Fidelity Life Ins. Co.
Common Stock (GTN)								6,000	I	Georgia Casualty & Surety Co.
Common Class A Stock (GTN.A)								132,354	I	Georgia Casualty & Surety Co.
Common Stock (GTN)								72,000	I	Assoc. Casualty Insurance Co.

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			Code	V	Amount	(A) or (D)	Price			
Common Class A Stock (GTN.A)								22,000	I	Assoc. Casualty Insurance Co.
Common Stock (GTN)								50,000	I	American Southern Insurance Co.
Common Class A Stock (GTN.A)								56,200	I	Gulf Capital Services, Ltd.
Common Stock (GTN)								4,628 <sup>(1)</sup>	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)	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option - Class A Common Stock (GTN.A)	\$17.81							11/19/2000	11/19/2008	GTN.A	10,000		10,000	D	
Option - Common Stock (GTN)	\$14							11/19/2000	11/19/2003	GTN	40,000		40,000	D	
Option - Common Stock (GTN)	\$10.95							09/30/2004	09/30/2007	GTN	110,000		110,000	D	
Option - Common Stock (GTN)	\$11.23							01/07/2004	01/07/2007	GTN	67,000		67,000	D	
Series C Pref Stock	\$14.39 <sup>(2)</sup>							04/22/2007	04/22/2012	GTN	37,526 <sup>(3)</sup>		54	I	Spouse
Series C Pref Stock	\$14.39 <sup>(2)</sup>							04/22/2007	04/22/2012	GTN	25,017 <sup>(3)</sup>		36	I	Spouse as Trustee for Children
Series C Pref Stock	\$14.39 <sup>(2)</sup>							04/22/2007	04/22/2012	GTN	25,017 <sup>(3)</sup>		36	I	Spouse as Trustee for Children
Series C Pref Stock	\$14.39 <sup>(2)</sup>							04/22/2007	04/22/2012	GTN	121,612 <sup>(3)</sup>		175	I	Georgia Casualty and Surety Co.
Series C Pref Stock	\$14.39 <sup>(2)</sup>							04/22/2007	04/22/2012	GTN	121,612 <sup>(3)</sup>		175	I	Bankers Fidelity Life Insurance Co.
Series C Pref Stock	\$14.39 <sup>(2)</sup>							04/22/2007	04/22/2012	GTN	207,088 <sup>(3)</sup>		298	I	Delta Life Insurance Co.
Series C Pref Stock	\$14.39 <sup>(2)</sup>							04/22/2007	04/22/2012	GTN	34,746 <sup>(3)</sup>		50	I	Delta Fire & Casualty Insurance Co.
Option - Common Stock (GTN)	\$14.06							05/19/2005	11/19/2007	GTN	50,000		50,000	D	
Options-Common Stock (GTN)	\$10.125	05/25/2005		J		100,000		05/25/2002	05/25/2005	GTN	100,000	\$0.00	0 <sup>(4)</sup>	D	
Options-Common Stock (GTN)	\$11.1	06/07/2005		A		125,000		06/07/2005	06/07/2010	GTN	125,000	\$0.00	125,000	D	

**Explanation of Responses:**

1. Held in 401K plan.

2. In April of 2002, the Company issued Series C Preferred Stock to Mr. Robinson and certain of his affiliates in exchange for Series A and Series B Preferred Stock then held by Mr. Robinson. The Series C Preferred Stock is convertible into the Company's Common Stock ("GTN") at a conversion price of \$14.39 per share. The Series C Preferred Stock is redeemable at the Company's option on or after April 22, 2007 and is subject to

mandatory redemption on April 22, 2012 at a value of \$10,000 per share.

3. Each share of Series C Preferred Stock is convertible into a number of shares of common stock determined by dividing the liquidation preference (\$10,000) by the conversion price (\$14.39).

4. Option expired unexercised.

**Remarks:**

J. S. Cowart IV by power of  
attorney

06/24/2005

\*\* 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).

\*\* 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.

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