

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<p>1. Name and Address of Reporting Person*</p> <p><u>HIGHLAND CAPITAL MANAGEMENT LP</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>13455 NOEL ROAD SUITE 800</p> <hr/> <p>(Street)</p> <p>DALLAS TX 75240</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>GRAY TELEVISION INC [ GTN ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>07/20/2007</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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 <sup>(1)(2)(3)(4)(5)(6)</sup>	07/20/2007		P		25,000	A	\$9.0626	5,585,286	I	See Footnote <sup>(1)(2)(3)(4)(7)</sup>
Common Stock <sup>(1)(2)(3)(4)(5)(6)</sup>	07/23/2007		P		12,100	A	\$8.9498	5,597,386	I	See Footnote <sup>(1)(2)(3)(4)(7)</sup>

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

<p>1. Name and Address of Reporting Person*</p> <p><u>HIGHLAND CAPITAL MANAGEMENT LP</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>13455 NOEL ROAD SUITE 800</p> <hr/> <p>(Street)</p> <p>DALLAS TX 75240</p> <hr/> <p>(City) (State) (Zip)</p>
<p>1. Name and Address of Reporting Person*</p> <p><u>DONDERO JAMES D</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>13455 NOEL ROAD SUITE 800</p> <hr/> <p>(Street)</p> <p>DALLAS TX 75240</p> <hr/> <p>(City) (State) (Zip)</p>
<p>1. Name and Address of Reporting Person*</p>

Strand Advisors, Inc.

(Last) (First) (Middle)

13455 NOEL ROAD  
SUITE 800

(Street)  
DALLAS TX 75240

(City) (State) (Zip)

**Explanation of Responses:**

1. This statement is filed by and on behalf of: (i) Highland Capital Management, L.P. ("Capital Management"); (ii) Strand Advisors, Inc. ("Strand"); and (iii) James D. Dondero.
2. Capital Management serves as investment adviser and/or manager to other persons, including Highland Credit Strategies Fund ("Credit Fund"), Restoration Opportunities Fund ("Restoration Fund"), and Highland Multi-Strategy Onshore Master SubFund ("SubFund"). Capital Management may be deemed to beneficially own shares owned and/or held by and/or for the account and/or benefit of other persons, including Credit Fund, Restoration Fund and SubFund.
3. Strand is the general partner of Capital Management. Strand may be deemed to beneficially own shares owned and/or held by and/or for the account and/or benefit of Capital Management.
4. Mr. Dondero is the President and a director of Strand. Mr. Dondero may be deemed to beneficially own shares owned and/or held by and/or for the account and/or benefit of Strand.
5. Each of the reporting persons states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement. Each of the reporting persons disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
6. Each of the reporting persons may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Act. Each of the reporting persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any group with respect to the issuer or any securities of the issuer.
7. Neither Mr. Dondero, Capital Management, nor any other reporting person may bind, obligate or take any action, directly or indirectly, on behalf of Credit Fund or Restoration Fund.

**Remarks:**

Exhibit 24.1 - Joint Filing Agreement and Power of Attorney (incorporated by reference to Exhibit 24 to the Form 4 filed on December 18, 2006 by the reporting persons with respect to the issuer)

Highland Capital Management,  
L.P. By: Strand Advisors, Inc., 07/24/2007  
its general partner /s/ James D.  
Dondero, President

\*\* 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.

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.

1. STRAND ADVISORS, INC.

ITEM INFORMATION

Name: Strand  
Advisors, Inc.  
Address: Two  
Galleria Tower  
13455 Noel Road,  
Ste. 800 Dallas,  
Texas 75240  
Designated  
Filer: Highland  
Capital  
Management, L.P.  
Issuer Name and  
Ticker or Gray  
Television, Inc  
[GTN] Trading  
Symbol: Date of  
Earliest  
Transaction July  
20, 2007  
Required to be  
Reported  
(Month/Day/Year):  
If Amendment,  
Date Original  
Not Applicable  
Filed  
(Month/Day/Year):  
Relationship of  
Reporting 10%  
Owner Person(s)  
to Issuer:  
Individual or  
Joint/Group  
Filing: Form  
filed by More  
than One  
Reporting Person  
Signature: By:  
/s/ James D.  
Dondero -----  
-----  
----- Name:  
James D. Dondero  
Title: President  
Date: July 24,  
2007

2. JAMES D. DONDERO

ITEM INFORMATION

Name: James D.

Dondero Address:

Two Galleria

Tower 13455 Noel

Road, Ste. 800

Dallas, Texas

75240 Designated

Filer: Highland

Capital

Management, L.P.

Issuer Name and

Ticker or Gray

Television, Inc

[GTN] Trading

Symbol: Date of

Earliest

Transaction July

20, 2007

Required to be

Reported

(Month/Day/Year):

If Amendment,

Date Original

Not Applicable

Filed

(Month/Day/Year):

Relationship of

Reporting 10%

Owner Person(s)

to Issuer:

Individual or

Joint/Group

Filing: Form

filed by More

than One

Reporting Person

Signature: By:

/s/ James D.

Dondero -----

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----- Name:

James D. Dondero

Date: July 24,

2007