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
   HOWELL HILTON H JR
   4370 PEACHTREE ROAD, NE
   ATLANTA, GA 30319

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

3. Date of Earliest Transaction (Month/Day/Year)
   03/19/2015

4. If Amendment, Date of Original Filed (Month/Day/Year)
   03/20/2015

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Direct (D)</th>
<th>Indirect (I)</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/19/2015</td>
<td></td>
<td></td>
<td>A</td>
<td></td>
<td>8,313</td>
<td>(1)</td>
<td>$0.00</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/19/2015</td>
<td></td>
<td></td>
<td>F</td>
<td></td>
<td>17,589</td>
<td>D</td>
<td>$14.46</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Direct (D)</th>
<th>Indirect (I)</th>
<th>Code</th>
<th>V</th>
<th>(A) or (D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

Explanations:
1. Represents grant of restricted stock, which vests in full on January 31, 2016.

Remarks:

\[/\] Dottie Boudreau by Power of Attorney 03/20/2015
** 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.