**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

1. **Title and Address of Reporting Person**
   LaPlatney D Patrick
   
   (Last) (First) (Middle)
   4370 PEACHTREE ROAD NE SUITE 400
   ATLANTA GA 30319

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

3. **Date of Earliest Transaction** (Month/Day/Year)
   06/16/2021

4. **Transaction Date** (Month/Day/Year)
   06/16/2021

5. **Price of Transaction(s)**
   $22.55

6. **Number of Securities Beneficially Owned Following Reported Transaction(s)**
   400,757

7. **Nature of Indirect Beneficial Ownership (Instr. 4)**
   D

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**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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/16/2021</td>
<td></td>
<td>S</td>
<td>20,000 D</td>
<td>$22.55(1)(4)</td>
<td>400,757 D</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/17/2021</td>
<td></td>
<td>S</td>
<td>20,000 D</td>
<td>$22.89(1)(4)</td>
<td>380,727 D</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/18/2021</td>
<td></td>
<td>S</td>
<td>20,000 D</td>
<td>$22.43(1)(4)</td>
<td>360,727 D</td>
<td>D</td>
</tr>
</tbody>
</table>

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**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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
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</tbody>
</table>

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**Explanation of Responses:**

1. Shares sold pursuant to a Rule 10b5-1 plan adopted by Mr. LaPlatney on May 12, 2021. After this sale and as of the date of this filing, Mr. LaPlatney continues to hold stock, and unvested restricted stock (GTN) that have an aggregate market value exceeding five times his annual salary.

2. This is the weighted average sale price for multiple open market sales on 06/16/2021. The sales price of each transaction ranged from $22.20 to $22.86 per share, inclusive. The reporting person undertakes to provide to Gray Television, Inc., any security holder of Gray Television, Inc., or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

3. This is the weighted average sale price for multiple open market sales on 06/17/2021. The sales price of each transaction ranged from $22.67 to $23.13 per share, inclusive. The reporting person undertakes to provide to Gray Television, Inc., any security holder of Gray Television, Inc., or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

4. This is the weighted average sale price for multiple open market sales on 06/18/2021. The sales price of each transaction ranged from $21.95 to $23.00 per share, inclusive. The reporting person undertakes to provide to Gray Television, Inc., any security holder of Gray Television, Inc., or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

**Remarks:**

/ac/ Dottie Boudreau by Power of Attorney 06/21/2021

**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.**