1. Name and Address of Reporting Person
   Latek Kevin Paul
   4370 PEACHTREE ROAD, NE
   ATLANA, GA 30319

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

3. Date of Earliest Transaction (Month/Day/Year)
   04/02/2012

4. If Amendment, Date of Original Filed
   04/02/2012

5. Relationship of Reporting Person(s) to Issuer
   Director

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person

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>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>04/02/2012</td>
<td>A</td>
<td>V</td>
<td>A</td>
<td>31,659</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| Title of Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | Transaction Date (Month/Day/Year) | Deemed Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Date Exercisable and Expiration Date (Month/Day/Year) | Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | Price of Derivative Security (Instr. 5) | Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Nature of Indirect Beneficial Ownership (Instr. 4) | |
|----------------------------------------|----------------------------------------------------|-----------------------------------|-----------------------------------------------|----------------------------|---------------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------|---------------------------------|---------------------------------------------------------------------------------|------------------------------------------------|-------------------------------------------------| |
| Options - Common Stock                 | $1.99                                              | 04/02/2012                        | A                                             | (A)                        | 64,286                                                                           | 04/02/2022                                          | Common 64,286                                                                    | $0.00                           | 64,286                                                                           | (I)                              |                                                   |

Explanation of Responses:
1. Represents grant of restricted stock, which vests in one-third increments on April 2, 2013, April 2, 2014 and April 2, 2015.

Remarks:
/s/ Dottie Boudreau by Power of Attorney 04/04/2012
** Signature of Reporting Person Date