1. Name and Address of Reporting Person
   MAYHER WILLIAM E III
   2520 EAST DOUBLEGATE DRIVE
   ALBANY GA 31721-9241

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

3. Date of Earliest Transaction (Month/Day/Year)
   05/30/2012

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Amount (A) or Disposed Of (D)</th>
<th>Price</th>
<th>Securities Acquired or Disposed of (Instr. 3, 4 and 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/30/2012</td>
<td>A</td>
<td>28,369 (1)</td>
<td>$0.00</td>
<td>168,119 D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
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</tbody>
</table>

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

- e.g., puts, calls, warrants, options, convertible securities

<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>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 4)</th>
<th>Number of derivative 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>
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</tbody>
</table>

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**Explanation of Responses:**
1. Represents grant of restricted stock, which vests on May 30, 2013.

**Remarks:**

/s/ Dottie Boudreau by Power of Attorney 05/31/2012

**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.