**Statement of Changes in Beneficial Ownership**

- **Name and Address of Reporting Person**
  
  **McTear Paul**
  
  (Last)  
  (First)  
  (Middle)

  4370 PEACHTREE ROAD NE
  SUITE 400

  **(City)**
  **(State)**
  **(Zip)**

- **Issuer Name and Ticker or Trading Symbol**

  GRAY TELEVISION INC [ GTN ]

- **Date of Earliest Transaction**

  05/05/2021

- **Individual or Joint/Group Filing**

  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>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</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>05/05/2021</td>
<td></td>
<td>A</td>
<td>5,920 (1)</td>
<td>A</td>
<td>$0.00</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents grant of restricted stock, which vests in full on April 30, 2022.

**Remarks:**

/s/ Dottie Boudreau 05/07/2021  
**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.