1. **Name and Address of Reporting Person**
   
   BOGER RICHARD LEE
   
   (Last) BOGER
   
   (First) RICHARD
   
   (Middle) LEE
   
   PO BOX 723607
   
   ATLANTA GA 31139-0607

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   08/17/2010

4. **Transaction Code (Instr. 8)**
   - **S** for Securities Acquired
   - **D** for Securities Disposed Of

5. **Armor of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)**
   - **5,000** for 5,000 shares
   - **D** for Disposition
   - **$2.25** for $2.25 per share
   - **18,700** for 18,700 shares

6. **Ownership Form: Direct (D) or Indirect (I) (Instr. 4)**
   - **D** for Direct Ownership

7. **Nature of Indirect Beneficial Ownership (Instr. 4)**
   - **Cust for IRA**

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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>2. 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 (GTN)</td>
<td>08/17/2010</td>
<td></td>
<td>S</td>
<td>5,000 D</td>
<td>18,700 D</td>
<td>D</td>
<td>Cust for IRA</td>
</tr>
<tr>
<td>Common Stock (GTN)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock (GTN.A)</td>
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</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>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. 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 Beneficially Owned Following Reported Transaction(s) (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>
<tr>
<td></td>
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<td></td>
<td></td>
<td>08/18/2010</td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

**Remark:**

/s/ Dottie Boudreau by Power of Attorney

**Signature of Reporting Person**

08/18/2010

**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.