STANDARD FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director
   10% Owner
   Officer (give title below)
   Senior V.P., Business Affairs
   Other (specify below)

3. Date of Earliest Transaction (Month/Day/Year)
   01/27/2015

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

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Securities Acquired or Disposed Of</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>01/27/2015</td>
<td>A</td>
<td>A</td>
<td>143,442 D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/27/2015</td>
<td>A</td>
<td>36,899(1)</td>
<td>A</td>
<td>$0.00</td>
<td>36,899 D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/27/2015</td>
<td>A</td>
<td>36,899(1)</td>
<td>A</td>
<td>$0.00</td>
<td>73,798 D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Number of Derivative Securities Acquired or Disposed Of</th>
<th>Date Exercisable and Expiration Date</th>
<th>Price of Derivative Security</th>
<th>Amount or Number of Shares Underlying Derivative Securities</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
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</tbody>
</table>

Explanation of Responses:

Remarks:
/s/ Dottie Boudreau by Power of Attorney
01/29/2015

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.