

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*<br><u>ROBINSON J MACK</u><br><br>(Last) (First) (Middle)<br><u>4370 PEACHTREE ROAD,NE</u><br><br>(Street)<br><u>ATLANTA GA 30319</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>GRAY TELEVISION INC [ GTN ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/14/2010</u>             |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common Stock (GTN)              |                                      |  |                                |   |   |            |          | 848,350   | D  |   |
| Common Stock (GTN)              |                                      |  |                                |   |   |            |          | 355,200   | I  | Spouse  |
| Common Class A Stock (GTN.A)    | 01/14/2010                           |  | P                              |   | 5,000   | A          | \$1.9434 | 999,676   | D  |   |
| Common Class A Stock (GTN.A)    |                                      |  |                                |   |   |            |          | 849,583   | I  | Spouse  |
| Common Stock (GTN)              |                                      |  |                                |   |   |            |          | 109,750   | I  | Spouse as Trustee for Children                        |
| Common Class A Stock (GTN.A)    |                                      |  |                                |   |   |            |          | 1,189,180   | I  | Spouse as Trustee for Children                        |
| Common Stock (GTN)              |                                      |  |                                |   |   |            |          | 35,000  | I  | Delta Fire & Casualty Ins. Co.                        |
| Common Class A Stock (GTN.A)    |                                      |  |                                |   |   |            |          | 33,750  | I  | Delta Fire & Casualty Ins. Co.                        |
| Common Stock (GTN)              |                                      |  |                                |   |   |            |          | 10,000  | I  | Delta Life Ins. Co.                                   |
| Common Class A Stock (GTN.A)    |                                      |  |                                |   |   |            |          | 135,795   | I  | Delta Life Ins. Co.                                   |
| Common Class A Stock (GTN.A)    |                                      |  |                                |   |   |            |          | 221,706   | I  | Bankers Fidelity Life Ins. Co.                        |
| Common Stock (GTN)              |                                      |  |                                |   |   |            |          | 6,000   | I  | Georgia Casualty & Surety Co.                         |
| Common Class A Stock (GTN.A)    |                                      |  |                                |   |   |            |          | 132,354   | I  | Georgia Casualty & Surety Co.                         |
| Common Stock (GTN)              |                                      |  |                                |   |   |            |          | 50,000  | I  | Association Casualty Insurance Co.                    |
| Common Class A Stock (GTN.A)    |                                      |  |                                |   |   |            |          | 32,000  | I  | Association Casualty Insurance Co.                    |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock (GTN)              |                                      |  |                                |   |   |            |       | 50,000  | I  | American Southern Insurance Co.                       |
| Common Stock (GTN)              |                                      |  |                                |   |   |            |       | 5,518 <sup>(1)</sup>  | D  |   |
| Common Stock (GTN)              |                                      |  |                                |   |   |            |       | 100,000   | I  | Gulf Capital Services, Ltd.                           |
| Common Class A Stock (GTN.A)    |                                      |  |                                |   |   |            |       | 130,300   | I  | Gulf Capital Services, Ltd.                           |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Options - Common Stock (GTN)               | \$9.71 <sup>(2)</sup>                                  |                                      |  |                                |   |  |     | 06/07/2005   | 06/07/2010      | GTN 142,875 <sup>(2)</sup>  |  | 142,875  | D   |  |
| Options - Common Stock (GTN)               | \$7.64   |                                      |  |                                |   |  |     | 02/01/2010   | 02/01/2013      | GTN 300,000   |  | 300,000  | D   |  |

**Explanation of Responses:**

- 1. Held in 401K plan and based on plan statement as of 12/31/09.
- 2. Reflects anti-dilution adjustment undertaken as a result of the spin-off completed on December 30, 2005.

**Remarks:**

Dottie Boudreau by power of attorney      01/15/2010

\*\* 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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.