1. Name and Address of Reporting Person

BOGER RICHARD 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)

03/23/2016

4. If Amendment, Date of Original Filed

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

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

<table>
<thead>
<tr>
<th>Date of Transaction</th>
<th>Transaction Code</th>
<th>Securities Acquired or Disposed</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>03/23/2016</td>
<td>A</td>
<td>Common Stock</td>
<td>28,066</td>
<td>D</td>
</tr>
<tr>
<td>03/23/2016</td>
<td>A</td>
<td>Class A Common Stock</td>
<td>19,214</td>
<td>D</td>
</tr>
</tbody>
</table>

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

Explanation of Responses:

1. Represents grant of restricted stock, which vests in full on January 31, 2017.

Remarks:

/s/ Dottie Boudreau by Power of Attorney 03/24/2016

** 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.