1. **Name and Address of Reporting Person**
   Smith Robert Lawrence
   
   **(Last) (First) (Middle)**
   4370 PEACHTREE ROAD NE
   SUITE 400
   ATLANTA GA 30319

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   01/14/2020

4. **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>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</td>
<td></td>
<td></td>
<td></td>
<td>(A) or (D)</td>
<td>Amount</td>
<td>By 401(k) Plan</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>01/14/2020</td>
<td></td>
<td></td>
<td>A</td>
<td>52,743(1)</td>
<td>$0.00</td>
<td>213,808</td>
</tr>
</tbody>
</table>

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

| 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) |
|----------------------------------------|------------------------------------------------------|---------------------------------------|---------------------------------|-------------------------------|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|---------------------------------|---------------------------------------------|-------------------------------------------------------------------------------------------------|---------------------------------------------|
|                                        |                                                      |                                       |                                 |                               |                                                   |                                                                                                                  |                                  |                                             |

**Explanation of Responses:**

**Remarks:**

/s/ Dotie Boudreau by Power of Attorney 01/16/2020

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.