1. Name and Address of Reporting Person

HOWELL HILTON H JR

(Last) (First) (Middle)
4370 PEACHTREE ROAD, NE
ATLANTA GA 30319

2. Issuer Name and Ticker or Trading Symbol

GRAY TELEVISION INC [ GTN ]

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

12/01/2022

4. If Amendment, Date of Original Filed

5. Relationship of Reporting Person(s) to Issuer

X Director
10% Owner
X Officer (give title below)
Chairman, President & CEO

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>1. 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>Class A Common Stock</td>
<td>12/01/2022</td>
<td></td>
<td>F</td>
<td>28,807</td>
<td>$11.63</td>
<td>1,664,037</td>
<td>D</td>
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<tr>
<td>Class A Common Stock</td>
<td>81,635</td>
<td></td>
<td>I</td>
<td>Spouse</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Class A Common Stock</td>
<td>500</td>
<td></td>
<td>I</td>
<td>Children</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>999,000</td>
<td></td>
<td>I</td>
<td>Trust F/B/O Children</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>832,500</td>
<td></td>
<td>I</td>
<td>Trust F/B/O Children</td>
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<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>617,609</td>
<td></td>
<td>D</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>59,584</td>
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<td>I</td>
<td>Spouse</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>6,841</td>
<td></td>
<td>I</td>
<td>By 401(k) plan</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. 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 and 4)</th>
<th>6. Date Exercisable and Expiry Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (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>
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</tr>
</tbody>
</table>

Explanation of Responses:

Remarks:

/s/ Ginger Davis by Power of Attorney
12/02/2022

** 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.