

**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

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>Howell Robin Robinson</u><br><br>(Last) (First) (Middle)<br>4370 PEACHTREE ROAD NE<br><br>(Street)<br>ATLANTA GA 30319<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>03/05/2014                    |   |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

**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                    |                                      |  |                                |   |   |            |        | 676   | I  | By Spouse's 401(k) plan                               |
| Class A Common Stock            | 03/05/2014                           |  | A                              |   | 5,983 <sup>(1)</sup>  | A          | \$0.00 | 64,558  | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |        | 500   | I  | Children  |
| Common Stock                    |                                      |  |                                |   |   |            |        | 35,000  | I  | Delta Fire & Casualty Insurance Co.                   |
| Class A Common Stock            |                                      |  |                                |   |   |            |        | 33,750  | I  | Delta Fire & Casualty Insurance Co.                   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 10,000  | I  | Delta Life Insurance Co.                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |        | 135,795   | I  | Delta Life Insurance Co.                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |        | 221,706   | I  | Bankers Fidelity Life Insurance Co. by Spouse         |
| Common Stock                    |                                      |  |                                |   |   |            |        | 56,000  | I  | Atlantic American Corporation by Spouse               |
| Class A Common Stock            |                                      |  |                                |   |   |            |        | 658,566   | I  | Atlantic American Corporation by Spouse               |
| Common Stock                    |                                      |  |                                |   |   |            |        | 50,000  | I  | American Southern Insurance Co. by Spouse             |
| Class A Common Stock            |                                      |  |                                |   |   |            |        | 140,813   | I  | Spouse  |
| Class A Common Stock            |                                      |  |                                |   |   |            |        | 271,583   | I  | Spouse  |

**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                    |                                      |  |                                |   |   |            |       | 24,955  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 592,369   | I  | Spouse  |
| Common Stock                    |                                      |  |                                |   |   |            |       | 832,500   | I  | Trust F/B/O Children                                  |
| Class A Common Stock            |                                      |  |                                |   |   |            |       | 563,900   | I  | Trust F/B/O Children                                  |

**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) |   |  |  |   |  |

**Explanation of Responses:**

1. Represents grant of restricted stock, which vests in full on January 1, 2015.

**Remarks:**

/s/ Dottie Boudreau by Power of Attorney      03/07/2014

\*\* 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.