## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 4**

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**

**NORTON HUGH**

(First) (Last) (Middle)

1100 HWY. 98 E. UNIT B802

DESTIN FL 32541

**2. Issuer Name and Ticker or Trading Symbol**

**GRAY TELEVISION INC [ GTN ]**

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

03/05/2014

**5. Relationship of Reporting Person(s) to Issuer**

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>Code</th>
<th>V</th>
<th>Amount (A)</th>
<th>Price</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Direct (D)</td>
</tr>
</tbody>
</table>

**Common Stock**

03/05/2014

A

5,983

4

$0.00

19,483

D

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

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount (A)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
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</tbody>
</table>

1. **Title of Derivative Security (Instr. 3)**

2. **Conversion or Exercise Price of Derivative Security**

3. **Transaction Date (Month/Day/Year)**

4. **Transaction Code (Instr. 8)**

5. **Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and S)**

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)**

**Explanations 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).


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.