FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washii

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ngton, D.C. 20549	OMB APPROVAL

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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

R RICHA						Name a	ınd Tick	er or Trad	dina C	umbal				Dolo	tionchi	n of Donortin	n Perso	n(s) to I	SUPL
	1. Name and Address of Reporting Person* BOGER RICHARD LEE				2. Issuer Name and Ticker or Trading Symbol GRAY TELEVISION INC [GTN]									(Check all a		ship of Reporting applicable) irector		10% (
(Fir 723607	rst) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/05/2014											Office below	er (give title v)		Other (spec below)	
	GA 31139-0607				4. If Amendment, Date of Original Filed (Month/Day/Year)										vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				on
`			n-Deriva	ative	Sec	curitie	s Ac	quired,	Dis	oosed o	f, o	r Ben	efici	ally (Owne	ed			
			2. Transaction Date (Month/Day/Year)		r) E	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3,				4 and Sec Ber Ow		ecurities eneficially wned Following		Direct ndirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v				Pric	rice Trans		ction(s)			(111501.4)
Stock														43,436 D					
Stock															3,034		I		Cust for IRA
Class A Common Stock													36			I	Cust. for IRA		
Class A Common Stock 03/0				5/2014				A		5,983 ⁽	1)	A	\$0.00		5,983		D		
	Та														vned				
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		Date,	Code (Instr.		on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Yea		e ar)	Amour		ount	Deriv	rivative curity str. 5)	derivative Securities Beneficially Owned Following Reported	Ow For Dir or (I)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Stock Stock Stock Stock Common Stoc Conversion or Exercise Price of Derivative	Stock Stock Stock Conwersion or Exercise Price of Derivative A GA (State) (Table (Stock Table (Stock Table (Stock Table (Stock Table (Stock Table (Stock Table (Month/Day/Year)	Stock Stock Table I - Norman Stock Table II - I Table	(State) (Zip) Table I - Non-Derivative Stock Stock Stock Table II - Derivatire (e.g., pu 2. Transaction Date (Month/Day/Year) Stock Table II - Derivatire (e.g., pu 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative ecurity (Instr. 3) Table I - Non-Derivative ecurity (Instr. 3) Stock Stock Table II - Derivative Se (e.g., puts, c.g., puts, pu	Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3) 3. Transaction Date (Instr. 3) 2. 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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.