**SEC Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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**
   
   Hare Richard B
   
   (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**
   
   05/06/2020

4. **Relationship of Reporting Person(s) to Issuer**
   
   Director
   
   10% Owner
   
   Officer (give title below)
   
   Other (specify below)

5. **Individual or Joint/Group Filing**
   
   Form filed by One Reporting Person

6. **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| Class A Common Stock | 05/06/2020 | A | 11,246 | $0.00 | 21,204 |

| Common Stock | A | 9,607 | D |

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

| Class A Common Stock | 05/06/2020 | A | 11,246 | $0.00 | 21,204 |

| Common Stock | A | 9,607 | D |

**Explanation of Responses:**

1. Represents grant of restricted stock, which vests in full on April 30, 2021.

**Remarks:**

/s/ Dottie Boudreau by Power of Attorney  
05/11/2020

**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.