1. Name and Address of Reporting Person
Smith Robert Lawrence

2. Issuer Name and Ticker or Trading Symbol
GRAY TELEVISION INC [ GTN ]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

4. If Amendment, Date of Original Filed

5. Relationship of Reporting Person(s) to Issuer
Director
10% Owner
Officer (give title below)
SVP & COO

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

| Title of Security (Instr. 3) | Transaction Date (Month/Day/Year) | Deemed Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------|-----------------------------------|-----------------------------------------------|-----------------------------|-------------------------------------------------|------------------------------------------------------------------|--------------------------------|--------------------------------|--------------------------------|
| Common Stock                |                                   |                                               |                             | 2A. Deemed Execution Date, if any (Month/Day/Year) | F 9,757 D $21.91 161,065 D | 69 I By 401(k) Plan |                                    |                                |
| Common Stock                | 02/28/2019                        |                                               |                             | 2B. Transaction Date (Month/Day/Year)             |                                   |                                               |                                |                                |
|                             |                                   |                                               |                             | 2C. Deemed Execution Date, if any (Month/Day/Year) |                                   |                                               |                                |                                |
|                             |                                   |                                               |                             | 2D. Transaction Code (Instr. 8)                   |                                   |                                               |                                |                                |

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>5A. Deemed Execution Date, if any (Month/Day/Year)</td>
<td>6. Date Exercisable and Expiration Date (Month/Day/Year)</td>
<td>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</td>
<td>8. Price of Derivative Security (Instr. 5)</td>
<td>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>11. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
</tbody>
</table>

Explanation of Responses:

Remarks:

/s/ Dottie Boudreau by Power of Attorney
03/04/2019

** 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.