# UNITED STATES SECURITIES AND EXCHANGE COMMISSION
## Washington, D.C. 20549

### FORM 4

**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

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### 1. Name and Address of Reporting Person

**HOWELL HILTON H JR**

- **(Last)**
- **(First)**
- **(Middle)**

4370 PEACHTREE ROAD,NE

- **(Street)**
- **(City)**
- **(State)**
- **(Zip)**

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

**GRAY TELEVISION INC [ GTN ]**

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### 3. Date of Earliest Transaction

03/23/2016

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

- **X Director**
- **10% Owner**
- **X Officer (give title below)**
- **Vice Chairman, President & CEO**

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

**Title of Security** | **Transaction Date** | **Deemed Execution Date** | **Transaction Code** | **Amount** | **Price** | **Ownership Form** | **Nature of Indirect Beneficial Ownership**
--- | --- | --- | --- | --- | --- | --- | ---
*Common Stock* | | | | | | | By 401(k) plan
*Class A Common Stock* | 03/23/2016 | | A | 10,387(1) | $0.00 | I | Spouse
*Class A Common Stock* | | | | 500 | | I | Children
*Class A Common Stock* | | | | 534,777 | | D |
*Common Stock* | | | | 539,602 | | D |
*Common Stock* | | | | 24,955 | | I | Spouse
*Common Stock* | | | | 832,500 | | I | Trust F/B/O Children
*Class A Common Stock* | | | | 999,000 | | I | Trust F/B/O Children

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

(e.g., puts, calls, warrants, options, convertible securities)

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### Explanation of Responses:

1. Represents grant of restricted stock, which vests in full on January 31, 2017.

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**Remarks:**

/s/ Dottie Boudreau by Power of Attorney

**Date**

03/24/2016

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**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.