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

1. Name and Address of Reporting Person
   BOGER RICHARD LEE
   PO BOX 723607
   ATLANTA GA 31139-0607

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

3. Date of Earliest Transaction (Month/Day/Year)
   01/18/2011

4. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to Issuer
   X Director

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (GTN)</td>
<td></td>
<td></td>
<td>V</td>
<td>A or D</td>
<td>5,700</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (GTN)</td>
<td></td>
<td></td>
<td>V</td>
<td>A or D</td>
<td>3,337</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (GTN)</td>
<td></td>
<td></td>
<td>V</td>
<td>A or D</td>
<td>3,034</td>
<td>I</td>
<td>Cust. for IRA</td>
</tr>
<tr>
<td>Class A Common Stock (GTN.A)</td>
<td>01/18/2011</td>
<td></td>
<td>S</td>
<td>2,900 D</td>
<td>$1,869</td>
<td>836</td>
<td>I</td>
</tr>
</tbody>
</table>

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

Explanation of Responses:

Remarks:

/s/ Dottie Boudreau by Power of Attorney
01/19/2011

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.