1. Name and Address of Reporting Person

NEWTON HOWELL

(Last) (First) (Middle)

PO BOX 633

(STREET)

FORSYTH GA 31029-0633

(CITY) (STATE) (ZIP)

2. Issuer Name and Ticker or Trading Symbol

GRAY TELEVISION INC [ GTN ]

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

08/25/2004

4. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director
10% Owner
Officer (give title below)
Other (specify below)

6. If Amendment, Date of Original Filed (Month/Day/Year)

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

1. Title of Security (Instr. 3)

Common Stock (GTN)

Class A Common Stock (GTN.A)

2. Transaction Date (Month/Day/Year)

08/25/2004

3. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)

A

5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)

A

6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

1,000

7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

D

8. Nature of Indirect Beneficial Ownership (Instr. 4)

V

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

1. Title of Derivative Security (Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date (Month/Day/Year)

4. Transaction Code (Instr. 8)

5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. 1,000 shares of restricted common stock (GTN) were awarded on August 25, 2004. These shares will fully vest on January 1, 2005.

Remarks:

Howell Newton

08/27/2004

** 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.