**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

---

**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)**

10/10/2008

---

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

---

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

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

---

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. 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, 4 and 5)</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>10/10/2008</td>
<td></td>
<td>V</td>
<td>A</td>
<td>1,310</td>
<td>D</td>
<td>Cust for IRA</td>
</tr>
<tr>
<td>Common Stock (GTN)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock (GTN.A)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Cust. for IRA</td>
</tr>
</tbody>
</table>

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

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

---

**Explanation of Responses:**

**Remarks:**

/s/ Dottie Boudreau by Power of Attorney  
10/15/2008

**/s/** 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.