## 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

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**1. Name and Address of Reporting Person**

NEWTON HOWELL

PO BOX 633

FORSYTH, GA 31029-0633

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

GRAY TELEVISION INC [ GTN ]

**3. Date of Earliest Transaction**

03/05/2014

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

X Director

10% Owner

Officer (give title below)

Other (specify below)

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

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Security Type</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed Of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/05/2014</td>
<td></td>
<td></td>
<td>D</td>
<td>50,998</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>A</td>
<td>5,983</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents grant of restricted stock, which vests in full on January 1, 2015.

**Remarks:**

/s/ Dottie Boudreau by Power of Attorney 03/07/2014

**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.