**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**
   
   *(Last)  (First)  (Middle)*
   
   PO BOX 723607
   
   ATLANTA  GA  31139-0607

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

5. **Relationship of Reporting Person(s) to Issuer**
   
   X  Director  10% Owner
   
   Officer (give title below)
   
   Other (specify below)

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   10/21/2008

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

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>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>10/21/2008</td>
<td>P</td>
<td>1,130</td>
<td>A</td>
<td>$0.58</td>
<td>24,770</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock (GTN)</td>
<td>10/21/2008</td>
<td>P</td>
<td>570</td>
<td>A</td>
<td>$0.57(1)</td>
<td>10,171</td>
<td>I</td>
</tr>
<tr>
<td>Class A Common Stock (GTN.A)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>3,736</td>
<td>I</td>
</tr>
</tbody>
</table>

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

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. 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, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (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>
</thead>
</table>

**Explanation of Responses:**

1. This is the weighted average purchase price for multiple open market purchase transactions on the same day. The price of each transaction ranged from $0.5692 to $0.58 per share.

**Remarks:**

/\s/ Dottie Boudreau by Power of Attorney  10/22/2008

**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.