

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 6)

Under the Securities Exchange Act of 1934

GRAY COMMUNICATIONS SYSTEMS, INC.

-----  
(Name of Issuer)

Class A Common Stock, no par value  
Class B Common Stock, no par value

-----  
(Title of Class of Securities)

389190109

-----  
(CUSIP Number)

Robert S. Prather, Jr.  
Bull Run Corporation  
4370 Peachtree Road, N.E.  
Atlanta, Georgia 30319  
(404) 266-8333

-----  
(Name, Address, and Telephone Number of Person Authorized to  
Receive Notices and Communications)

September 30, 1998

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule  
13G to report the acquisition which is the subject of this  
Schedule 13D, and is filing this schedule because of Rule  
13d-1(b) (3) or (4), check the following box: [ ]

Check the following box if a fee is being paid with the  
statement: [ ]

I. Name of Reporting Person Bull Run Corporation  
S.S. or I.R.S. Identification No. of Above Person (Intentionally Omitted)

II. Check the Appropriate Box if a Member of a Group (a) [ ] (b) [ ]

III. SEC Use Only

IV. Source of Funds N/A

V. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

VI. Citizenship or Place of Organization Georgia

	VII.	Sole Voting Power	2,857,647 shares of Class A Common Stock
Number of Shares	VIII.	Shared Voting Power	-0-
	IX.	Sole Dis-positive Power	2,857,647 shares of Class A Common Stock
	X.	Shared Dis-positive Power	-0-

XI. Aggregate Amount Beneficially Owned By Each Reporting Person 2,857,647 shares of Class A Common Stock

XII. Check box if the Aggregate Amount

in Row (11) Excludes Certain Shares

[X]

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XIII. Percent of Class Represented by  
Amount in Row (11)

37.3

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XIV. Type of Reporting Person

C0

CUSIP No. 389190109

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I. Name of Reporting Person Bankers Fidelity  
Life Insurance  
Company

S.S. or I.R.S. Identification No.  
of Above Person (Intentionally  
Omitted)

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II. Check the Appropriate Box if a (a) [ ]  
Member of a Group (b) [ ]

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III. SEC Use Only

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IV. Source of Funds WC

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V. Check if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or  
2(e) [ ]

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VI. Citizenship or Place of Organization Georgia

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	VII.	Sole Voting Power	221,706 shares of Class A Common Stock
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Number of Shares	VIII.	Shared Voting Power	-0-
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	IX.	Sole Dis- positive Power	221,706 shares of Class A Common Stock
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	X.	Shared Dis- positive Power	-0-
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XI. Aggregate Amount Beneficially  
Owned By Each Reporting Person 221,706 shares of  
Class A Common Stock

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XII. Check box if the Aggregate Amount  
in Row (11) Excludes Certain Shares [ ]

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XIII. Percent of Class Represented by  
Amount in Row (11) 3.3%  
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XIV. Type of Reporting Person IC, CO  
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CUSIP No. 389190109

I. Name of Reporting Person Georgia Casualty & Surety Company  
S.S. or I.R.S. Identification No. of Above Person (Intentionally Omitted)

II. Check the Appropriate Box if a Member of a Group (a) [ ] (b) [ ]

III. SEC Use Only

IV. Source of Funds WC

V. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

VI. Citizenship or Place of Organization Georgia

VII. Sole Voting Power 132,354 shares of Class A Common Stock 6,000 shares of Class B Common Stock

Number of Shares VIII. Shared Voting Power -0-

IX. Sole Dis-positive Power 132,354 shares of Class A Common Stock 6,000 shares of Class B Common Stock

X. Shared Dis-positive Power -0-

XI. Aggregate Amount Beneficially Owned By Each Reporting Person 132,354 shares of Class A Common Stock 6,000 shares of Class B Common Stock

XII. Check box if the Aggregate Amount in Row (11) Excludes Certain Shares [ ]

XIII. Percent of Class Represented by Amount in Row (11)	1.9% of Class A Common Stock .1% of Class B Common Stock
XIV. Type of Reporting Person	IC, CO

CUSIP No. 389190109

I. Name of Reporting Person J. Mack Robinson  
S.S. or I.R.S. Identification No.  
of Above Person (Intentionally  
Omitted)

II. Check the Appropriate Box if a (a) [ ]  
Member of a Group (b) [ ]

III. SEC Use Only

IV. Source of Funds PF

V. Check if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or  
2(e) [ ]

VI. Citizenship or Place of Organization United States

VII. Sole Voting Power 345,375 shares of  
Class A Common Stock  
11,250 shares of  
Class B Common Stock

Number of Shares VIII. Shared Voting Power -0-

IX. Sole Dis-  
positive Power 345,375 shares of  
Class A Common Stock  
11,250 shares of  
Class B Common Stock

X. Shared Dis-  
positive Power -0-

XI. Aggregate Amount Beneficially  
Owned By Each Reporting Person 345,375 shares of  
Class A Common Stock  
11,250 shares of  
Class B Common Stock

XII. Check box if the Aggregate Amount  
in Row (11) Excludes Certain Shares [x]



XIII. Percent of Class Represented by Amount in Row (11)	5.1% of Class A Common Stock .2% of Class B Common Stock
XIV. Type of Reporting Person	IN

CUSIP No. 389190109

I. Name of Reporting Person Harriett J. Robinson  
S.S. or I.R.S. Identification No. of Above Person (Intentionally Omitted)

II. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [ ]

III. SEC Use Only

IV. Source of Funds PF

V. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

VI. Citizenship or Place of Organization United States

VII. Sole Voting Power 166,725 shares of Class A Common Stock  
13,650 shares of Class B Common Stock

Number of Shares VIII. Shared Voting Power -0-

IX. Sole Dis-positive Power 166,725 shares of Class A Common Stock  
13,650 shares of Class A Common Stock

X. Shared Dis-positive Power -0-

XI. Aggregate Amount Beneficially Owned By Each Reporting Person 166,725 shares of Class A Common Stock  
13,650 shares of Class B Common Stock

XII. Check box if the Aggregate Amount in Row (11) Excludes Certain Shares [x]

XIII.	Percent of Class Represented by Amount in Row (11)	2.4% of Class A Common Stock .3% of Class B Common Stock
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XIV.	Type of Reporting Person	IN

CUSIP No. 389190109

I. Name of Reporting Person Harriett J. Robinson,  
Trustee U/A 8/25/84  
FBO Jill E. Robinson  
S.S. or I.R.S. Identification No. (Intentionally  
of Above Person Omitted)

II. Check the Appropriate Box if a (a) [ ]  
Member of a Group (b) [ ]

III. SEC Use Only

IV. Source of Funds 00

V. Check if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or  
2(e) [ ]

VI. Citizenship or Place of Organization United States

	VII.	Sole Voting Power	128,250 shares of Class A Common Stock
Number of Shares	VIII.	Shared Voting Power	-0-
	IX.	Sole Dis- positive Power	128,250 shares of Class A Common Stock
	X.	Shared Dis- positive Power	-0-

XI. Aggregate Amount Beneficially  
Owned By Each Reporting Person 128,250 shares of  
Class A Common Stock

XII. Check box if the Aggregate Amount  
in Row (11) Excludes Certain Shares [X]

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XIII. Percent of Class Represented by  
Amount in Row (11) 1.9%  
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XIV. Type of Reporting Person 00  
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CUSIP No. 389190109

I. Name of Reporting Person Harriett J. Robinson,  
Trustee U/A 8/25/84  
FBO Robin M. Robinson

S.S. or I.R.S. Identification No.  
of Above Person (Intentionally  
Omitted)

II. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [ ]

III. SEC Use Only

IV. Source of Funds 00

V. Check if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or  
2(e) [ ]

VI. Citizenship or Place of Organization United States

VII. Sole Voting Power 97,500 shares of  
Class A Common Stock  
3,750 shares of  
Class B Common Stock

Number of Shares VIII. Shared Voting Power -0-

IX. Sole Dis-positive Power 97,500 shares of  
Class A Common Stock  
3,750 shares of  
Class B Common Stock

X. Shared Dis-positive Power -0-

XI. Aggregate Amount Beneficially Owned By Each Reporting Person 97,500 shares of  
Class A Common Stock  
3,750 shares of  
Class B Common Stock

XII. Check box if the Aggregate Amount

in Row (11) Excludes Certain Shares

[X]

-----  
XIII. Percent of Class Represented by  
Amount in Row (11)

1.4% of Class A  
Common Stock  
.1% of Class B  
Common Stock  
-----

XIV. Type of Reporting Person

00  
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CUSIP No. 389190109

I. Name of Reporting Person Jill E. Robinson  
S.S. or I.R.S. Identification No. of Above Person (Intentionally Omitted)

II. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [ ]

III. SEC Use Only

IV. Source of Funds PF

V. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

VI. Citizenship or Place of Organization United States

	VII.	Sole Voting Power	96,750 shares of Class A Common Stock
Number of Shares	VIII.	Shared Voting Power	-0-
	IX.	Sole Dis-positive Power	96,750 shares of Class A Common Stock
	X.	Shared Dis-positive Power	-0-

XI. Aggregate Amount Beneficially Owned By Each Reporting Person 96,750 shares of Class A Common Stock

XII. Check box if the Aggregate Amount in Row (11) Excludes Certain Shares [x]



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XIII. Percent of Class Represented by  
Amount in Row (11) 1.4%  
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XIV. Type of Reporting Person IN  
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CUSIP No. 389190109

I. Name of Reporting Person Hilton H. Howell, Jr.  
S.S. or I.R.S. Identification No. of Above Person (Intentionally Omitted)

II. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [ ]

III. SEC Use Only

IV. Source of Funds PF

V. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

VI. Citizenship or Place of Organization United States

VII. Sole Voting Power 34,500 shares of Class A Common Stock  
22,500 shares of Class B Common Stock

Number of Shares VIII. Shared Voting Power 750 shares of Class A Common Stock

IX. Sole Dis-positive Power 34,500 shares of Class A Common Stock  
22,500 shares of Class B Common Stock

X. Shared Dis-positive Power 750 shares of Class A Common Stock

XI. Aggregate Amount Beneficially Owned By Each Reporting Person 32,250 shares of Class A Common Stock  
22,500 shares of Class B Common Stock

XII. Check box if the Aggregate Amount

in Row (11) Excludes Certain Shares

[x]

XIII. Percent of Class Represented by  
Amount in Row (11)

.5% of Class A  
Common Stock  
.4% of Class B  
Common Stock

XIV. Type of Reporting Person

IN

CUSIP No. 389190109

I. Name of Reporting Person Delta Life Insurance Company  
S.S. or I.R.S. Identification No. of Above Person (Intentionally Omitted)

II. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [ ]

III. SEC Use Only

IV. Source of Funds WC

V. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

VI. Citizenship or Place of Organization Georgia

VII. Sole Voting Power 119,250 shares of Class A Common Stock

Number of Shares VIII. Shared Voting Power -0-

IX. Sole Dis-positive Power 119,250 shares of Class A Common Stock

X. Shared Dis-positive Power -0-

XI. Aggregate Amount Beneficially Owned By Each Reporting Person 119,250 shares of Class A Common Stock

XII. Check box if the Aggregate Amount in Row (11) Excludes Certain Shares [ ]

XIII. Percent of Class Represented by  
Amount in Row (11)

1.8%

XIV. Type of Reporting Person

IC, CO

CUSIP No. 389190109

I. Name of Reporting Person Robin R. Howell  
S.S. or I.R.S. Identification No. of Above Person (Intentionally Omitted)

II. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [ ]

III. SEC Use Only

IV. Source of Funds PF

V. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

VI. Citizenship or Place of Organization United States

	VII.	Sole Voting Power	58,575 shares of Class A Common Stock
Number of Shares	VIII.	Shared Voting Power	750 shares of Class A Common Stock
	IX.	Sole Dis-positive Power	58,575 shares of Class A Common Stock
	X.	Shared Dis-positive Power	750 shares of Class A Common Stock

XI. Aggregate Amount Beneficially Owned By Each Reporting Person 59,325 shares of Class A Common Stock

XII. Check box if the Aggregate Amount in Row (11) Excludes Certain Shares [x]

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XIII. Percent of Class Represented by  
Amount in Row (11) .9%  
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XIV. Type of Reporting Person IN  
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CUSIP No. 389190109

I. Name of Reporting Person Delta Fire & Casualty Insurance Company

S.S. or I.R.S. Identification No. of Above Person (Intentionally Omitted)

II. Check the Appropriate Box if a Member of a Group (a) [ ] (b) [ ]

III. SEC Use Only

IV. Source of Funds WC

V. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

VI. Citizenship or Place of Organization Georgia

	VII.	Sole Voting Power	6,750 shares of Class A Common Stock
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Number of Shares	VIII.	Shared Voting Power	-0-
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	IX.	Sole Dis-positive Power	6,750 shares of Class A Common Stock
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	X.	Shared Dis-Dipositive Power	-0-
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XI. Aggregate Amount Beneficially Owned By Each Reporting Person 6,750 shares of Class A Common Stock

XII. Check box if the Aggregate Amount in Row (11) Excludes Certain Shares [ ]



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XIII. Percent of Class Represented by  
Amount in Row (11)

.1%

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XIV. Type of Reporting Person

IC, CO  
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CUSIP No. 389190109

I. Name of Reporting Person Robert S. Prather,  
Jr.  
S.S. or I.R.S. Identification No. (Intentionally  
of Above Person Omitted)

II. Check the Appropriate Box if a (a) [ ]  
Member of a Group (b) [ ]

III. SEC Use Only

IV. Source of Funds PF, BK

V. Check if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or  
2(e) [ ]

VI. Citizenship or Place of Organization United States

VII. Sole Voting Power 218,451 shares of  
Class A Common Stock  
12,450 shares of  
Class B Common Stock

Number of Shares VIII. Shared Voting Power 225 shares

IX. Sole Dis-positive Power 218,451 shares of  
Class A Common Stock  
12,450 shares of  
Class B Common Stock

X. Shared Dis-positive Power 225 shares

XI. Aggregate Amount Beneficially Owned By Each Reporting Person 218,451 shares of  
Class A Common Stock  
12,450 shares of  
Class B Common Stock

XII. Check box if the Aggregate Amount  
in Row (11) Excludes Certain Shares  [x]

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XIII. Percent of Class Represented by  
Amount in Row (11) 3.2% of Class A  
Common Stock  
.2% of Class B  
Common Stock  
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XIV. Type of Reporting Person IN  
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Items 1, 2, 3, and 5 of the Schedule 13D, dated May 12, 1993, relating to the Class A Common Stock, no par value, of Gray Communications Systems, Inc., as amended by Amendment No. 1 thereto, dated September 30, 1994, Amendment No. 2 thereto, dated October 14, 1994, Amendment No. 3 thereto, dated November 25, 1994, Amendment No. 4 thereto, dated December 5, 1994, and Amendment No. 5 thereto, dated January 31, 1996 (the "Schedule 13D"), are hereby amended by adding thereto the information set forth below. The terms defined in the Schedule 13D shall have their defined meanings herein, unless otherwise defined herein.

The filing of the Schedule 13D (including all amendments thereto) does not constitute an admission by any of the persons making this filing that such persons are a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934 (the "Act"). The Reporting Persons deny that they should be deemed to be such a "group" and such persons are making this filing only because they may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Act.

Item 1. Security and Issuer.

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The classes of equity securities to which this statement relates are the Class A Common Stock, no par value (the "Common Stock"), and the Class B Common Stock, no par value

(the "Class B Common Stock"), of Gray Communications Systems, Inc., a Georgia corporation (the "Issuer"). The principal executive offices of the Issuer are located at 126 North Washington Street, Albany, Georgia 31701.

Item 2. Identity and Background.

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In 1996, J. Mack Robinson was elected President and Chief Executive Officer of the Issuer and Robert S. Prather, Jr. was elected Executive Vice President - Acquisitions of the Issuer and in 1997, Harriett J. Robinson was elected a director of the Issuer. Atlantic American Life Insurance Company has disposed of all of the shares of Common Stock formerly owned by it and is no longer a Reporting Person.

Item 3. Source and Amount of Funds.

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Robert S. Prather, Jr. used personal funds and the proceeds of a bank loan to purchase certain of the shares of Common Stock owned by him. All of such shares are pledged by Mr. Prather to the bank to secure such loan and such bank has an option to sell to J. Mack Robinson, and J. Mack Robinson has an option to purchase from such bank, the bank's rights to and in interest in such loan and the shares collateralizing such loan.

Item 5. Interest in Securities of the Issuer.

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Set forth below is information concerning the beneficial ownership of shares of the Common Stock owned by each of the Reporting Persons. Such information gives effect to the three-for-two split of the Common Stock on September 30, 1998 (the "Common Stock Split"). Except as otherwise described below,

each of the Reporting Persons has the sole power to vote or direct the vote and sole power to dispose of the Common Stock beneficially owned by him. Each of the Reporting Persons disclaims beneficial ownership of any shares of Common Stock owned by any other Reporting Person.

Name - - - - -	Number of Shares of Common Stock -----	Percentage of Outstanding Shares of Common Stock -----
Bull Run	2,857,647(1)	37.3%
Bankers Fidelity Life	221,706	3.3%
Georgia Casualty & Surety	132,354	1.9%
J. Mack Robinson	345,375(2)	5.1%
Harriett J. Robinson	166,725	2.4%
the Trust	128,250	1.9%
RMR Trust	97,500	1.4%
Jill E. Robinson	96,750	1.4%
Hilton H. Howell, Jr.	35,250(3)	.5%
Robin R. Howell	58,575(3)	.9%
Delta Life	119,250	1.8%
Delta Fire	6,750	.1%
Robert S. Prather, Jr.	218,451(4)	3.2%

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(1) Owned by Bull Run through its wholly-owned subsidiary, DataSouth Computer Corporation. Includes warrants to purchase 847,500 shares of Common Stock which are

exercisable within 60 days. Does not include 1,000 shares of Class A Preferred Stock of the Issuer and 425 shares of Class B Preferred Stock of the Issuer, none of which is voting or convertible into Common Stock or Class B Common Stock. Does not include warrants to purchase an aggregate of 258,750 shares of Common Stock which are vested, but are not exercisable within 60 days of the date hereof.

- (2) Does not include 425 shares of Class B Preferred Stock of the Issuer owned by Mr. Robinson and his affiliates, none of which shares is voting or convertible into Common Stock or Class B Common Stock.
- (3) Includes an aggregate of 750 shares of Common Stock owned by the minor children of these Reporting Persons.
- (4) Includes 150 shares owned by Mr. Prather's wife, as to which shares Mr. Prather disclaims beneficial ownership.

Other than the receipt of additional shares of Common Stock and the adjustment of the warrants held by Bull Run, in each case as a result of the Common Stock Split, none of the Reporting Persons had any transactions in the Common Stock during the 60-day period preceding the date of this Amendment No. 6.

Set forth below is information concerning the beneficial ownership of shares of Class B Common Stock owned by each of the Reporting Persons. Such information gives effect to the three-for-two split of Class B Common Stock on September 30, 1998 (the "Class B Split"). Except as otherwise described below, each of the Reporting Persons has the sole power to vote or direct the vote and sole power to dispose of the Class B Common Stock beneficially owned by him. Each of the Reporting Persons



disclaims beneficial ownership of any shares of Class B Common Stock owned by any other Reporting Person.

Name	Number of Shares of Class B Common Stock	Percentage of Outstanding Shares of Class B Common Stock
J. Mack Robinson	11,250	.2%
Hilton H. Howell, Jr.	22,500(1)	.4%
Robert S. Prather, Jr.	12,450(1)	.2%
Georgia Casualty & Surety	6,000	.1%
RMR Trust	3,750	.1%
Harriett J. Robinson	13,650	.3%

(1) Includes options to purchase shares of Class B Common Stock

Other than the receipt of additional shares of Class B Common Stock and the adjustment of the options held by certain of the persons listed above as a result of the Class B Split, none of the Reporting Persons had any transactions in the Class B Common Stock during the 60-day period preceding the date of this Amendment No. 6, except that, on September 14, 1998, on The New York Stock Exchange, RMR Trust purchased 3,750 shares of Class B Common Stock for \$17 per share and Georgia Casualty & Surety

purchased 6,000 shares of Class B Common Stock for \$17 per share (in each case, adjusted for the Class B Split).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

BULL RUN CORPORATION

October 31, 1998

By /s/ Robert S. Prather, Jr.

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Robert S. Prather, Jr.  
President

BANKERS FIDELITY LIFE INSURANCE  
COMPANY

October 31, 1998

By /s/ J. Mack Robinson

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J. Mack Robinson  
President

GEORGIA CASUALTY & SURETY COMPANY

October 31, 1998

By /s/ J. Mack Robinson

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J. Mack Robinson  
President

October 31, 1998

By /s/ J. Mack Robinson

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J. Mack Robinson

October 31, 1998

/s/ Harriett J. Robinson

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Harriett J. Robinson

TRUST U/A 8/25/84 FBO  
JILL E. ROBINSON

October 31, 1998

By /s/ Harriett J. Robinson

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Harriett J. Robinson,

as Trustee

TRUST U/A 8/25/84 FBO  
ROBIN M. ROBINSON

October 31, 1998

By /s/ Harriett J. Robinson

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Harriett J. Robinson,  
as Trustee

October 31, 1998

/s/ Jill E. Robinson

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Jill E. Robinson

October 31, 1998

/s/ Hilton H. Howell, Jr.

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Hilton H. Howell, Jr.

October 31, 1998

/s/ Robin R. Howell

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Robin R. Howell

DELTA LIFE INSURANCE COMPANY

October 31, 1998

By /s/ J. Mack Robinson

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J. Mack Robinson  
President

DELTA FIRE & CASUALTY  
INSURANCE COMPANY

October 31, 1998

By /s/ J. Mack Robinson

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J. Mack Robinson

October 31, 1998

/s/ Robert S. Prather, Jr.

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Robert S. Prather, Jr.

