**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**
   
   Smith Robert Lawrence
   
   (Last)  (First)  (Middle)
   
   4370 Peachtree Road NE
   
   Suite 400
   
   Atlanta, GA 30319

2. **Issuer Name and Ticker or Trading Symbol**
   
   Gray Television Inc [GTN]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   02/28/2020

4. **Relationship of Reporting Person(s) to Issuer**
   
   Director
   
   Officer (give title below)
   
   SVP & COO

5. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   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>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Exercised 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 and 4)</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>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>(A) or (D)</td>
<td>69</td>
<td>I</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/28/2020</td>
<td>F</td>
<td>5,995</td>
<td>D</td>
<td>$18.92</td>
<td>By 401(k) Plan</td>
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</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 Exercised Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) orDisposed 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>
<tbody>
<tr>
<td></td>
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<td></td>
<td></td>
<td>Code (A) or (D) Date Exercisable or Expiration Date Amount of Shares Title Shares</td>
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**Explanation of Responses:**

Remarks:

/s/ Dottie Boudreau by Power of Attorney

**Signature of Reporting Person**

Date

03/03/2020

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.

03/23/2020