**Identifying Information**

1. Name and Address of Reporting Person:
   
   HOWELL HILTON H JR
   
   4370 PEACHTREE ROAD, NE
   
   ATLANTA GA 30319

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

3. Date of Earliest Transaction (Month/Day/Year):
   
   03/19/2016

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
   
   X Officer (give title below)
   
   Vice Chairman, President & CEO

6. Individual or Joint/Group Filing (Check Applicable Line):
   
   X Form filed by One Reporting Person
   
   Form filed by More than One Reporting Person

**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</td>
<td>03/19/2016</td>
<td></td>
<td>F</td>
<td>17,589 D</td>
<td>$12.69</td>
<td>6,841 I</td>
<td>By 401(k) plan</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>68,439 I</td>
<td>Spouse</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>500 I</td>
<td>Children</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>534,777 D</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>F</td>
<td>24,955 D</td>
<td></td>
<td>24,955 I</td>
<td>Spouse</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>832,500 I</td>
<td>Trust F/B/O Children</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>999,000 I</td>
<td>Trust F/B/O Children</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

**Explanations of Responses:**

Remarks:

/s/ Dottie Boudreau by Power of Attorney

03/22/2016

**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.