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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

GRAY TELEVISION INC.
(Name of Issuer)

COMMON
(Title of Class of Securities)

389375106
(CUSIP Number)

Check the following box if a fee is being paid with this statement [ ]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 389375106

Schedule 13G (continued)

1 NAME OF REPORTING PERSON
Baron Capital Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [ ]
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

5 SOLE VOTING POWER

6 SHARED VOTING POWER
2,965,507

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER
3,003,007
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,003,007

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.0%

12 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT
CUSIP No. 389375106

<table>
<thead>
<tr>
<th>NAME OF REPORTING PERSON</th>
<th>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON</th>
</tr>
</thead>
<tbody>
<tr>
<td>BAMCO, Inc.</td>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) [ ]</td>
</tr>
<tr>
<td>(b) [ ]</td>
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</tbody>
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<table>
<thead>
<tr>
<th>SEC USE ONLY</th>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>CITIZENSHIP OR PLACE OF ORGANIZATION</th>
</tr>
</thead>
<tbody>
<tr>
<td>New York</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON</th>
</tr>
</thead>
<tbody>
<tr>
<td>5 SOLE VOTING POWER</td>
</tr>
<tr>
<td>6 SHARED VOTING POWER</td>
</tr>
<tr>
<td>7 SOLE DISPOSITIVE POWER</td>
</tr>
<tr>
<td>8 SHARED DISPOSITIVE POWER</td>
</tr>
<tr>
<td>2,809,000</td>
</tr>
<tr>
<td>2,839,000</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</th>
</tr>
</thead>
<tbody>
<tr>
<td>2,839,000</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.6%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>TYPE OF REPORTING PERSON*</th>
</tr>
</thead>
<tbody>
<tr>
<td>IA, CO</td>
</tr>
</tbody>
</table>

*SEE INSTRUCTIONS BEFORE FILLING OUT
CUSIP No. 389375106

1 NAME OF REPORTING PERSON
   Baron Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  
   (a) [ ]  
   (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
   New York

5 SOLE VOTING POWER
   NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
   SHARED VOTING POWER 156,507

6 SHARED VOTING POWER
   SOLE DISPOSITIVE POWER
   NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
   SHARED DISPOSITIVE POWER 164,007

7 SOLE DISPOSITIVE POWER
   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
   164,007

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
   0.4%

12 TYPE OF REPORTING PERSON*  
   IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT
CUSIP No. 389375106

1 NAME OF REPORTING PERSON
Ronald Baron

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [ ] (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

5 SOLE VOTING POWER

6 SHARED VOTING POWER
Each 2,965,507

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER
3,003,007

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,003,007

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.0%

12 TYPE OF REPORTING PERSON*
HC, IN

*SEE INSTRUCTIONS BEFORE FILLING OUT
Item 1.

(a) Name of Issuer:
GRAY TELEVISION INC.

(b) Address of Issuer's Principal Executive Offices:
4370 PEACHTREE RD., NE
ATLANTA, GEORGIA 30319

Item 2.

(a) Name of Persons Filing:
Baron Capital Group, Inc. ("BCG")
BAMCO, Inc. ("BAMCO")
Baron Capital Management, Inc. ("BCM")
Ronald Baron

(b) Address of Principal Business Office:
767 Fifth Avenue
New York, NY 10153

(c) Citizenship:
BCG, BAMCO and BCM are New York corporations.
Ronald Baron is a citizen of the United States.

(d) Title of Class Securities:
Common

(e) CUSIP Number:
389375106

Item 3. PERSONS FILING:

BCG and Ronald Baron are:
(g) Parent holding companies, in accordance with Section 240.13d-1(b)(ii)(G)

BAMCO and BCM are:
(e) Investment Advisers registered under Section 203 of the Investment Advisers Act of 1940

All persons filing are:
(h) Group, in accordance with Rule 13d-1(b)(1)(ii)(F)
Item 4. OWNERSHIP^  

(a) Amount Beneficially Owned as of December 31, 2004:

<table>
<thead>
<tr>
<th>Entity</th>
<th>Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>BCG</td>
<td>3,003,007</td>
</tr>
<tr>
<td>BAMCO</td>
<td>2,839,000</td>
</tr>
<tr>
<td>BCM</td>
<td>164,007</td>
</tr>
<tr>
<td>Ronald Baron</td>
<td>3,003,007</td>
</tr>
</tbody>
</table>

(b) Percent of Class:

<table>
<thead>
<tr>
<th>Entity</th>
<th>Percent</th>
</tr>
</thead>
<tbody>
<tr>
<td>BCG</td>
<td>7.0%</td>
</tr>
<tr>
<td>BAMCO</td>
<td>6.6%</td>
</tr>
<tr>
<td>BCM</td>
<td>0.4%</td>
</tr>
<tr>
<td>Ronald Baron</td>
<td>7.0%</td>
</tr>
</tbody>
</table>

^BCG and Ronald Baron disclaim beneficial ownership of shares held by their controlled entities (or the investment advisory clients thereof) to the extent such shares are held by persons other than BCG and Ronald Baron. BAMCO and BCM disclaim beneficial ownership of shares held by their investment advisory clients to the extent such shares are held by persons other than BAMCO, BCM and their affiliates.
(c) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:
   BCG: 0
   BAMCO: 0
   BCM: 0
   Ronald Baron: 0

(ii) shared power to vote or direct the vote:
   BCG: 2,965,507
   BAMCO: 2,809,000
   BCM: 156,507
   Ronald Baron: 2,965,507

(iii) sole power to dispose or to direct
     the disposition of:
     BCG: 0
     BAMCO: 0
     BCM: 0
     BAF: 0
     Ronald Baron: 0

(iv) shared power to dispose or direct
     the disposition of:
     BCG: 3,003,007
     BAMCO: 2,839,000
     BCM: 164,007
     Ronald Baron: 3,003,007

Item 5. OWNERSHIP OF 5% OR LESS OF A CLASS
     Not applicable.

Item 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON
     The advisory clients of BAMCO and BCM have the right to receive
     or the power to direct the receipt of dividends from, or the proceeds
     from the sale of, the Issuer's common stock in their accounts. To the
     best of the Filing Persons' knowledge, no such person has such interest
     relating to more than 5% of the outstanding class of securities.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
        ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT
        HOLDING COMPANY

     BAMCO and BCM are subsidiaries of BCG. Ronald Baron owns a controlling
     interest in BCG.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

     See Item 3.

* By virtue of investment advisory agreements with their respective
  clients, BAMCO and BCM have been given the discretion to dispose
  or the disposition of the securities in the advisory accounts.
  All such discretionary agreements, are however, revocable.
Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

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.

Date: February 11, 2005

Baron Capital Group, Inc.,
BAMCO, Inc., and
Baron Capital Management, Inc.
By:

/s/ Ronald Baron

Ronald Baron, Chairman and CEO

Ronald Baron, Individually

By:

/s/ Ronald Baron

Ronald Baron
Joint Filing Agreement

The undersigned each hereby agree that the Schedule 13G dated February 11, 2005, which relates to the common stock of GRAY TELEVISION INC., is to be filed jointly on behalf of each of them for the reasons stated therein, and any amendments thereto shall be filed jointly by the undersigned.

Dated: February 11, 2005

Baron Capital Group, Inc.,
BAMCO, Inc., and
Baron Capital Management, Inc.
By:

/s/ Ronald Baron

Ronald Baron, Chairman and CEO

Ronald Baron, Individually
By:

/s/ Ronald Baron

Ronald Baron