**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
   PRATHER ROBERT S 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)
   04/29/2008

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

5. Relationship of Reporting Person(s) to Issuer
   X Director 10% Owner
   X Officer (give title and identify which company)  
   President and C.O.O.

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>3A. Deemed Execution Date, if any (Month/Day/Year)</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>Class A Common Stock (GTN.A)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>D</td>
<td>By Spouse(1)</td>
</tr>
<tr>
<td>Common Stock (GTN)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>I</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock (GTN.A)</td>
<td>04/29/2008</td>
<td></td>
<td>P 1,000 A</td>
<td>$6.07</td>
<td>65,595 D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (GTN)</td>
<td></td>
<td></td>
<td>P 4,000 A</td>
<td>$4.54</td>
<td>146,000 D</td>
<td></td>
</tr>
</tbody>
</table>

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

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

<table>
<thead>
<tr>
<th>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. 3 and 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>Options - Common Stock (GTN)</td>
<td>$9.71</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>06/07/2005 06/07/2010</td>
<td>Common Stock 142,875 142,875</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Options - Common Stock (GTN)</td>
<td>$7.64</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>02/01/2010 02/01/2013</td>
<td>Common Stock 500,000 500,000</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. Owned by reporting person's wife, as to which shares Mr. Prather disclaims beneficial ownership.
2. Held in 401K account and based on plan statement as of 12/31/07.

**Remarks:**

Dottie Boudreau by Power of Attorney  
04/29/2008  
**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.