# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

## FORM 4

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**

Howell Robin Robinson

(Last)  (First)  (Middle)

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)**

11/14/2016

**5. Relationship of Reporting Person(s) to Issuer**

- X Director
- 10% Owner
- Officer (give title below)
- Other (specify below)

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

**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>1. 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. Transaction Code (Instr. 8)</th>
<th>4A. 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></td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td>By Spouse's 401(k) plan</td>
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<tr>
<td>Class A Common Stock</td>
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<tr>
<td>Class A Common Stock</td>
<td>11/14/2016</td>
<td>P</td>
<td>644 A</td>
<td>$8.95</td>
<td>537,021</td>
<td>I</td>
<td></td>
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<tr>
<td>Class A Common Stock</td>
<td>11/15/2016</td>
<td>P</td>
<td>1,076 A</td>
<td>$8.9991</td>
<td>538,097</td>
<td>I</td>
<td>Spouse</td>
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<tr>
<td>Common Stock</td>
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</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>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 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. 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>
</table>

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**Explanation of Responses:**

**Remarks:**

/s/ Dottie Boudreau by Power of Attorney  11/16/2016  
**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.