**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**
   - **BOGER RICHARD LEE**
     - (Last) BOGER
     - (First) RICHARD
     - (Middle) LEE
     - PO BOX 723607
     - ATLANTA
     - GA 31139-0607

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 10/10/2008

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - 10/15/2008

5. **Relationship of Reporting Person(s) to Issuer**
   - **x** Director
   - 10% Owner
   - Officer (give title below)
   - Other (specify below)

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

<table>
<thead>
<tr>
<th>Code</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Price</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>P</td>
<td>10/10/2008</td>
<td>640 A</td>
<td>$0.65</td>
<td>23,640 D</td>
</tr>
<tr>
<td>P</td>
<td>10/10/2008</td>
<td>670 A</td>
<td>$0.65</td>
<td>9,601 I</td>
</tr>
</tbody>
</table>

**Class A Common Stock (GTN.A)**
- Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4): 3,736 I

**Cust. for IRA**

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

<table>
<thead>
<tr>
<th>Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>V</td>
<td>(A)</td>
<td>(D)</td>
<td></td>
</tr>
</tbody>
</table>

**Remarks:**

/s/ Dottie Boudreau by Power of Attorney  10/17/2008

**Signature of Reporting Person**

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.