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)**
   01/31/2022

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   01/21/2022

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

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>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>3B. Transaction Code (Instr. 3)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 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>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>02/11/2022</td>
<td>A</td>
<td>36,632(1)</td>
<td>A $0.00</td>
<td>1,492,260</td>
<td>I Child</td>
<td>By Spouse's 401(k) plan</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>02/14/2022</td>
<td>F</td>
<td>16,522</td>
<td>D $20.52</td>
<td>1,475,738</td>
<td>I Spouse</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

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

<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. 3)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</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>
<tbody>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>999,000</td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. Represents issuance and vesting of shares above target award related to restricted stock for which the three-year performance period has ended and performance has been certified. The Reporting Person previously reported shares that constitute a target award.

**Remarks:**

/s/ Dottie Boudreau by Power of Attorney  
02/15/2022  
** 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.