1. Name and Address of Reporting Person:
   Waller Kevin Nichols
   (Last) (First) (Middle)
   4370 PEACHTREE ROAD NE
   SUITE 400
   ATLANTA GA 30319

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

3. Date of Earliest Transaction (Month/Day/Year):
   01/31/2019

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable):
   Director
   Officer (give title below)
   X SVP & CAO

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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</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>Common Stock</td>
<td>01/31/2019</td>
<td>F</td>
<td></td>
<td>9,310 D</td>
<td>$16.71</td>
<td>D</td>
<td>By 401(k) Plan</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/01/2019</td>
<td>A</td>
<td>46,845(1)</td>
<td>A $0.00</td>
<td>217,666 D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explaination of Responses:

Remarks:

/s/ Dottie Boudreau by Power of Attorney
02/04/2019

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.