

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|---|--|---|
| 1. Name and Address of Reporting Person* <u>ROBINSON HARRIETT J</u> (Last) (First) (Middle) <u>4370 PEACHTREE ROAD, NE</u> (Street) <u>ATLANTA GA 30319</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>GRAY TELEVISION INC [GTN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/18/2013</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 109,750 | I | Trustee for Children |
| Class A Common Stock | | | | | | | | 1,189,180 | I | Trustee for Children |
| Common Stock | | | | | | | | 35,000 | I | Delta Fire & Casualty Insurance Co. |
| Class A Common Stock | | | | | | | | 33,750 | I | Delta Fire & Casualty Insurance Co. |
| Common Stock | | | | | | | | 10,000 | I | Delta Life Insurance Co. |
| Class A Common Stock | | | | | | | | 135,795 | I | Delta Life Insurance Co. |
| Class A Common Stock | | | | | | | | 221,706 | I | Bankers Fidelity Life Insurance Co. |
| Class A Common Stock | | | | | | | | 166,354 | I | Atlantic American Corporation |
| Common Stock | | | | | | | | 56,000 | I | Atlantic American Corporation |
| Common Stock | | | | | | | | 50,000 | I | American Southern Insurance Co. |
| Common Stock | | | | | | | | 5,518 | I | Spouse 401(k) Plan |
| Common Stock | | | | | | | | 100,000 | I | Gulf Capital Services, Ltd. |
| Class A Common Stock | | | | | | | | 490,298 | I | Gulf Capital Services, Ltd. |
| Class A Common Stock | | | | | | | | 894,864 | D | |
| Common Stock | 06/18/2013 | | P | | 15,000 | A | \$6.94 ⁽¹⁾ | 909,864 | D | |
| Common Stock | | | | | | | | 44,119 | I | Spouse |
| Class A Common Stock | | | | | | | | 438,776 | I | Spouse |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 832,500 | I | Trustee for Grandchildren |
| Class A Common Stock | | | | | | | | 563,900 | I | Trustee for Grandchildren |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$6.88 to \$7.04 per share, inclusive. The reporting person undertakes to provide to Gray Television, Inc., any security holder of Gray Television, Inc. or the staff of the Securities and Exchange Commission upon request, all information regarding the number of shares purchased at each separate price within the range set forth above.

Remarks:

/s/ Dottie Boudreau by Power of Attorney 06/19/2013

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.