

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ROBINSON J MACK</u>  (Last) (First) (Middle) 4370 PEACHTREE ROAD,NE  (Street) ATLANTA GA 30319  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 (GTN)								113,950	D	
Common Stock (GTN)								80,500	I	Spouse
Common Class A Stock (GTN.A)								10,400	I <sup>(1)</sup>	Spouse
Common Stock (GTN)								43,750	I	Spouse as Trustee for Children
Common Class A Stock (GTN.A)								1,062,380	I	Spouse as Trustee for Children
Common Stock (GTN)								35,000	I	Delta Fire & Casualty Ins. Co.
Common Class A Stock (GTN.A)								33,750	I	Delta Fire & Casualty Ins. Co.
Common Stock (GTN)								10,000	I	Delta Life Ins. Co.
Common Class A Stock (GTN.A)								135,795	I	Delta Life Ins. Co.
Common Class A Stock (GTN.A)								221,706	I	Bankers Fidelity Life Ins. Co.
Common Stock (GTN)								6,000	I	Georgia Casualty & Surety Co.
Common Class A Stock (GTN.A)								132,354	I	Georgia Casualty & Surety Co.
Common Stock (GTN)								72,000	I	Assoc. Casualty Insurance Co.

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			Code	V	Amount	(A) or (D)	Price			
Common Class A Stock (GTN.A)								22,000	I	Assoc. Casualty Insurance Co.
Common Stock (GTN)								50,000	I	American Southern Insurance Co.
Common Stock (GTN)								4,261 <sup>(2)</sup>	D	
Common Class A Stock (GTN.A)	02/06/2006	02/06/2006	P		7,500	A	\$8.35	87,700	I	Gulf Capital Services, Ltd.
Common Class A Stock (GTN.A)								609,840	I	Spouse
Common Class A Stock (GTN.A)								487,875	D	

**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	Title	Amount or Number of Shares				
Option - Class A Common Stock (GTN.A)	\$15.39 <sup>(3)</sup>							11/19/2000	11/19/2008	GTN.A <sup>(3)</sup>	11,570		11,570 <sup>(3)</sup>	D	
Option - Common Stock (GTN)	\$10.93 <sup>(3)</sup>							11/20/2005	11/20/2008	GTN <sup>(3)</sup>	45,720		45,720 <sup>(3)</sup>	D	
Option - Common Stock (GTN)	\$9.58 <sup>(3)</sup>							09/30/2004	09/30/2007	GTN <sup>(3)</sup>	125,730		125,730 <sup>(3)</sup>	D	
Option - Common Stock (GTN)	\$9.82 <sup>(3)</sup>							01/07/2004	01/07/2007	GTN <sup>(3)</sup>	76,581		76,581 <sup>(3)</sup>	D	
Series C Pref Stock	\$13.07							04/22/2007	04/22/2012	GTN	41,316		54	I	Spouse
Series C Pref Stock	\$13.07 <sup>(4)</sup>							04/22/2007	04/22/2012	GTN	27,544 <sup>(5)</sup>		36	I	Spouse as Trustee for Children
Series C Pref Stock	\$13.07 <sup>(4)</sup>							04/22/2007	04/22/2012	GTN	27,544 <sup>(5)</sup>		36	I	Spouse as Trustee for Children
Series C Pref Stock	\$13.07 <sup>(4)</sup>							04/22/2007	04/22/2012	GTN	133,894 <sup>(5)</sup>		175	I	Georgia Casualty and Surety Co.
Series C Pref Stock	\$13.07 <sup>(4)</sup>							04/22/2007	04/22/2012	GTN	133,894 <sup>(5)</sup>		175	I	Bankers Fidelity Life Insurance Co.
Series C Pref Stock	\$13.07 <sup>(4)</sup>							04/22/2007	04/22/2012	GTN	228,003 <sup>(5)</sup>		298	I	Delta Life Insurance Co.
Series C Pref Stock	\$13.07 <sup>(4)</sup>							04/22/2007	04/22/2012	GTN	38,256 <sup>(5)</sup>		50	I	Delta Fire & Casualty Insurance Co.
Option - Common Stock (GTN)	\$12.3 <sup>(3)</sup>							05/19/2005	11/19/2007	GTN	57,150 <sup>(3)</sup>		57,150 <sup>(3)</sup>	D	

**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	Title	Amount or Number of Shares				
Options-Common Stock (GTN)	\$9.71 <sup>(3)</sup>							06/07/2005	06/07/2010	GTN	142,875 <sup>(3)</sup>		142,875 <sup>(3)</sup>	D	

**Explanation of Responses:**

- Shares are held in an IRA account.
- Held in 401K plan and based on plan statement as of 12/31/05.
- Reflects anti-dilution adjustment undertaken as a result of the spin-off completed on December 30, 2005.
- In April of 2002, the Company issued Series C Preferred Stock to Mr. Robinson and certain of his affiliates in exchange for Series A and Series B Preferred Stock then held by Mr. Robinson. The Series C Preferred Stock is convertible into the Company's Common Stock ("GTN") at a conversion price of \$13.07 (as adjusted for the spin off of TCM) per share. The Series C Preferred Stock is redeemable at the Company's option on or after April 22, 2007 and is subject to mandatory redemption on April 22, 2012 at a value of \$10,000 per share.
- Each share of Series C Preferred Stock is convertible into a number of shares of common stock determined by dividing the liquidation preference (\$10,000) by the conversion price (\$13.07 as adjusted for the spin off of TCM).

**Remarks:**

- Reflects anti-dilution adjustment undertaken as a result of the spin-off completed on December 30, 2005.

J. S. Cowart, IV by power of attorney                      02/07/2006

\*\* 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.**