

**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
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<b>1. Name and Address of Reporting Person*</b> <u>ROBINSON J MACK</u>  (Last) (First) (Middle) <u>4370 PEACHTREE ROAD,NE</u>  (Street) <u>ATLANTA GA 30319</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>GRAY TELEVISION INC [ GTN ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/29/2008</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (GTN)								848,350	D	
Common Stock (GTN)	12/29/2008		P		30,000	A	\$0.3899	355,200	I	Spouse
Common Class A Stock (GTN.A)								976,676	D	
Common Class A Stock (GTN.A)								797,440	I	Spouse
Common Stock (GTN)								109,750	I	Spouse as Trustee for Children
Common Class A Stock (GTN.A)								1,189,180	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)								50,000	I	Association Casualty Insurance Co.
Common Class A Stock (GTN.A)								32,000	I	Association Casualty Insurance Co.

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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)								50,000	I	American Southern Insurance Co.
Common Stock (GTN)								5,518 <sup>(1)</sup>	D	
Common Stock (GTN)								100,000	I	Gulf Capital Services, Ltd.
Common Class A Stock (GTN.A)								125,700	I	Gulf Capital Services, Ltd.

**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					
Options - Common Stock (GTN)	\$9.71 <sup>(2)</sup>							06/07/2005	06/07/2010	GTN 142,875 <sup>(2)</sup>		142,875	D	
Options - Common Stock (GTN)	\$7.64							02/01/2010	02/01/2013	GTN 300,000		300,000	D	

**Explanation of Responses:**

- 1. Held in 401K plan and based on plan statement as of 12/31/07.
- 2. Reflects anti-dilution adjustment undertaken as a result of the spin-off completed on December 30, 2005.

**Remarks:**

Dottie Boudreau by power of attorney      12/30/2008

\*\* 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.