

GRAY TELEVISION INC
Form 4
August 12, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBINSON HARRIETT J

(Last) (First) (Middle)

4370 PEACHTREE ROAD, NE

(Street)

ATLANTA, GA 30319

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Class (GTN) | | | | | 197,800 | D | |
| Common Class A (GTN.A) | 08/11/2008 | | P | 5,000 A | \$ 3.74 770,440 | D | |
| Common Class (GTN) | | | | | 243,950 | I | Spouse |
| Common Class (GTN) | | | | | 109,750 | I | Trustee for Children |

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|------------------------|------------|---|-------|---|----------------------|------------------|--------------------------------|
| Common Class A (GTN.A) | | | | | 1,189,180 | I | Trustee for Children |
| Common Class (GTN) | | | | | 35,000 | I | Delta Fire & Casualty Ins. Co. |
| Common Class A (GTN.A) | | | | | 33,750 | I | Delta Fire & Casualty Ins. Co. |
| Common Class (GTN) | | | | | 10,000 | I | Delta Life Ins. Co. |
| Common Class A (GTN.A) | | | | | 135,795 | I | Delta Life Ins. Co. |
| Common Class A (GTN.A) | | | | | 221,706 | I | Bankers Fidelity Life Ins. Co. |
| Common Class (GTN) | | | | | 6,000 | I | Georgia Casualty & Surety Co. |
| Common Class A (GTN.A) | | | | | 132,354 | I | Georgia Casualty & Surety Co. |
| Common Class (GTN) | | | | | 50,000 | I | Association Casualty Ins. Co. |
| Common Class A (GTN.A) | | | | | 32,000 | I | Association Casualty Ins. Co. |
| Common Class (GTN) | | | | | 50,000 | I | American Southern Ins. Co. |
| Common Class (GTN) | | | | | 5,518 ⁽¹⁾ | I | Spouse 401 K Plan |
| Common Class A (GTN.A) | | | | | 125,700 | I | Gulf Capital Services, Ltd. |
| Common Class (GTN) | | | | | 2,400 | D ⁽²⁾ | |
| Common Class A | 08/11/2008 | P | 3,700 | A | \$ 974,676 | I | Spouse |
| | | | | | 3.73 | | |

Explanation of Responses:

- * 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).
- (1) Held in 401K plan and based on plan statement as of 12/31/07.
- (2) Shares are held in an IRA account.
- (3) Reflects anti-dilution adjustment undertaken as a result of the spin-off completed on December 30, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.