

PRATHER ROBERT S JR  
Form 4  
November 14, 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 \*  
PRATHER ROBERT S JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
4370 PEACHTREE ROAD,NE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/12/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and C.O.O.

ATLANTA, GA 30319

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount (D) Price  |  |                                   |
| Class A Common Stock (GTN.A)    |                                      |  |                                |   | 225   | I  | By Spouse (1)                     |
| Common Stock (GTN)              |                                      |  |                                |   | 200   | I  | By Spouse (1)                     |
| Class A Common Stock (GTN.A)    |                                      |  |                                |   | 65,845  | D  |                                   |

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|                          |            |   |        |   |            |                      |   |
|--------------------------|------------|---|--------|---|------------|----------------------|---|
| Common<br>Stock<br>(GTN) |            |   |        |   |            | 2,645 <sup>(2)</sup> | D |
| Common<br>Stock<br>(GTN) | 11/12/2008 | P | 50,000 | A | \$<br>0.19 | 210,200              | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4) |                      |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Amount |
| Option - Common Stock (GTN)                | \$ 10.93   |                                      |  |                                |   | 11/20/2005   | 11/20/2008  | Common Stock         | 46,    |
| Option - Class A Common Stock (GTN.A)      | \$ 15.39   |                                      |  |                                |   | 11/19/2000   | 11/19/2008  | Class A Common Stock | 10,    |
| Options-Common Stock (GTN)                 | \$ 9.71  |                                      |  |                                |   | 06/07/2005   | 06/07/2010  | Common Stock         | 142    |
| Options-Common Stock (GTN)                 | \$ 7.64  |                                      |  |                                |   | 02/01/2010   | 02/01/2013  | Common Stock         | 500    |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| PRATHER ROBERT S JR<br>4370 PEACHTREE ROAD,NE<br>ATLANTA, GA 30319 | X             |           | President<br>and C.O.O. |       |

## Signatures

Dottie Boudreau by Power of  
Attorney

11/14/2008

\_\_Signature of Reporting Person

Date

## 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) Owned by reporting person's wife, as to which shares Mr. Prather disclaims beneficial ownership.

(2) Held in 401K account and based on plan statement as of 12/31/07.

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

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