

GRAY TELEVISION INC
 Form 4
 February 11, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 J MACK

(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)
02/07/2008

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)
 Chairman & CEO

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 Stock (GTN)				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock (GTN)					118,950	D	
Common Stock (GTN)					90,500	I	Spouse
Common Class A Stock (GTN.A)					747,640	I	Spouse
					72,250	I	

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Common Stock (GTN)				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.
Common Stock (GTN)	50,000	I		American Southern Insurance Co.
	4,341	D		

Common Stock (GTN)			
Common Class A Stock (GTN.A)	124,200	I	Gulf Capital Services, Ltd.
Common Stock (GTN)	2,400	I ⁽¹⁾	Spouse
Common Class A Stock (GTN.A)	1,055,976	D	

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

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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 of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option - Class A Common Stock (GTN.A)	\$ 15.39 ⁽²⁾					11/19/2000	11/19/2008	GTN.A ⁽²⁾
Option - Common Stock (GTN)	\$ 10.93 ⁽²⁾					11/20/2005	11/20/2008	GTN ⁽²⁾
Options-Common Stock (GTN)	\$ 9.71 ⁽²⁾					06/07/2005	06/07/2010	GTN
Options-Common Stock (GTN)	\$ 7.64	02/07/2008		A	300,000	02/01/2010	02/01/2013	GTN

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
ROBINSON J MACK 4370 PEACHTREE ROAD,NE ATLANTA, GA 30319	X		Chairman & CEO	

Signatures

Dottie Boudreau by power of attorney 02/11/2008

__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) Shares are held in an IRA account.
- (2) Reflects anti-dilution adjustment undertaken as a result of the spin-off completed on December 30, 2005.

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