

GRAY TELEVISION INC  
Form 4  
July 10, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
07/09/2008

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Class (GTN)              | 07/09/2008                           |  | P                              |   | 10,000  | A  | \$ 2.74   |
| Common Class A (GTN.A)          |                                      |  |                                |   | 760,440   | D  |   |
| Common Class (GTN)              |                                      |  |                                |   | 243,950   | I  | Spouse  |
| Common Class (GTN)              |                                      |  |                                |   | 69,750  | 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 <sup>(1)</sup> | I                | Spouse 401 K Plan              |
| Common Class A (GTN.A) | 125,700              | I                | Gulf Capital Services, Ltd.    |
| Common Class (GTN)     | 2,400                | D <sup>(2)</sup> |                                |
| Common Class A         | 970,976              | I                | Spouse                         |

(GTN.A)

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

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(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 Securities (Instr. 3 and 4) |       |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Amount Number Shares |
| Option - Class A Common Stock (GTN.A)      | \$ 15.39<br>(3)  |                                      |  |                                |   | 11/19/2000   | 11/19/2008  | GTN.A | 11,5<br>(3)          |
| Option - Common Stock (GTN)                | \$ 10.93<br>(3)  |                                      |  |                                |   | 11/20/2005   | 11/20/2008  | GTN   | 45,7<br>(3)          |
| Options-Common Stock (GTN)                 | \$ 9.71 (3)  |                                      |  |                                |   | 06/07/2005   | 06/07/2010  | GTN   | 142,8<br>(3)         |
| Options-Common Stock (GTN)                 | \$ 7.64  |                                      |  |                                |   | 02/01/2010   | 02/01/2013  | GTN   | 300,0                |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ROBINSON HARRIETT J<br>4370 PEACHTREE ROAD, NE<br>ATLANTA, GA 30319 | X             |           |         |       |

## Signatures

Dottie Boudreau by power of attorney  
07/10/2008

\_\_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) 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.

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