

ROBINSON J MACK
Form 4
October 21, 2008

FORM 4

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

OMB APPROVAL

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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)
10/20/2008

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 Stock (GTN) | 10/20/2008 | | P | 50,000 A | \$ 0.64 311,450 | D | |
| Common Stock (GTN) | | | | | 222,800 | I | Spouse |
| Common Class A Stock (GTN.A) | | | | | 787,440 | I | Spouse |
| Common Stock | | | | | 109,750 | I | Spouse as Trustee for |

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| | | | |
|------------------------------|----------------------|---|------------------------------------|
| (GTN) | | | 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. |
| Common Stock (GTN) | 5,518 ⁽¹⁾ | D | |

| | | | |
|------------------------------|---------|------------------|-----------------------------|
| Common Class A Stock (GTN.A) | 125,700 | I | Gulf Capital Services, Ltd. |
| Common Stock (GTN) | 2,400 | I ⁽²⁾ | Spouse |
| Common Class A Stock (GTN.A) | 976,676 | 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.

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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 ⁽³⁾ | | | | | 11/19/2000 11/19/2008 | GTN.A ⁽³⁾ 11,5 ⁽³⁾ |
| Option - Common Stock (GTN) | \$ 10.93 ⁽³⁾ | | | | | 11/20/2005 11/20/2008 | GTN ⁽³⁾ 45,7 ⁽³⁾ |
| Options-Common Stock (GTN) | \$ 9.71 ⁽³⁾ | | | | | 06/07/2005 06/07/2010 | GTN ⁽³⁾ 142,8 ⁽³⁾ |
| Options-Common Stock (GTN) | \$ 7.64 | | | | | 02/01/2010 02/01/2013 | GTN 300,0 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

