

ROBINSON HARRIETT J
Form 4
January 05, 2005

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

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

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)
3500 TUXEDO ROAD,NW
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2005

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

ATLANTA, GA 30305

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 Indirect Beneficial Ownership (Instr. 4)
Common Class (GTN)					80,500	D	
Common Class A (GTN.A)	01/04/2005		P	10,000 A	\$ 13.2063 581,240	D	
Common Class A (GTN.A)					10,400	D (1)	
Common Class (GTN)					113,950	I	Spouse

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Common Class A (GTN.A)	405,775	I	Spouse
Common Class (GTN)	43,750	I	Trustee for Children
Common Class A (GTN.A)	1,062,380	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)	72,000	I	Associated Casualty Ins. Co.
Common Class A (GTN.A)	22,000	I	Associated Casualty Ins. Co.
Common Class (GTN)	50,000	I	American Southern Ins. Co.
Common Class (GTN)	3,521	I	Spouse 401 K Plan
	56,200	I	

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Common
Class A
(GTN.A)

Gulf
Capital
Services,
Ltd.

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option - Class A Common Stock (GTN.A)	\$ 17.81					11/19/2000 11/19/2008	GTN.A 10,000	
Option - Common Stock (GTN)	\$ 14					11/19/2000 11/19/2003	GTN 40,000	
nqsoOption - Common Stock (GTN)	\$ 10.95					09/30/2004 09/30/2007	GTN 110,000	
Option - Common Stock (GTN)	\$ 10.125					05/28/2002 05/25/2005	GTN 100,000	
Option - Common Stock (GTN)	\$ 11.23					01/07/2004 01/07/2007	GTN 67,000	

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Series C Pref Stock	\$ 14.39 <u>(2)</u>	04/22/2007	04/22/2012	GTN	37,526 <u>(3)</u>
Series C Pref Stock	\$ 14.39 <u>(2)</u>	04/22/2007	04/22/2012	GTN	25,017 <u>(3)</u>
Series C Pref Stock	\$ 14.39 <u>(2)</u>	04/22/2007	04/22/2012	GTN	25,017 <u>(3)</u>
Series C Pref Stock	\$ 14.39 <u>(2)</u>	04/22/2007	04/22/2012	GTN	121,612 <u>(3)</u>
Series C Pref Stock	\$ 14.39 <u>(2)</u>	04/22/2007	04/22/2012	GTN	121,612 <u>(3)</u>
Series C Pref Stock	\$ 14.39 <u>(2)</u>	04/22/2007	04/22/2012	GTN	207,088 <u>(3)</u>
Series C Pref Stock	\$ 14.39 <u>(2)</u>	04/22/2007	04/22/2012	GTN	34,746 <u>(3)</u>
Option - Common Stock (GTN)	\$ 14.06	05/19/2005	11/19/2007	GTN	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBINSON HARRIETT J 3500 TUXEDO ROAD,NW ATLANTA, GA 30305	X			

Signatures

J. S. Cowart IV by power of attorney

01/05/2005

 **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) In April of 2002, the Company issued Series C Preferred Stock to Mr. Robinson and certain of his affiliates in exchange for Series A and Series B Preferred Stock then held by Mr. Robinson. The Series C Preferred Stock is convertible into the Company's Common Stock ("GTN") at a conversion price of \$14.39 per share. The Series C Preferred Stock is redeemable at the Company's option on or after April 22, 2007 and is subject to mandatory redemption on April 22, 2012 at a value of \$10,000 per share.

(3) Each share of Series C Preferred Stock is convertible into a number of shares of common stock determined by dividing the liquidation preference (\$10,000) by the conversion price (\$14.39).

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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