

GRAY TELEVISION INC
Form 4
October 06, 2005

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 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)
10/04/2005

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Class (GTN)					80,500	D	
Common Class A (GTN.A)					586,240	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)	410,775	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)	4,628	I	Spouse 401 K Plan		
10/04/2005	P	1,500	A	61,900	I

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Common Class A (GTN.A)					\$ 9.8733					Gulf Capital Services, Ltd.
Common Class A (GTN.A)	10/05/2005		P	5,000	A	\$ 9.8644	66,900	I		Gulf Capital Services, Ltd.

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)		
						Date Exercisable	Expiration Date	Title	Amount Number Shares
Option - Class A Common Stock (GTN.A)	\$ 17.81					11/19/2000	11/19/2008	GTN.A	10,000
Option - Common Stock (GTN)	\$ 12.5					11/20/2005	11/20/2008	GTN	40,000
Option - Common Stock (GTN)	\$ 10.95					09/30/2004	09/30/2007	GTN	110,000
Option - Common Stock (GTN)	\$ 11.23					01/07/2004	01/07/2007	GTN	67,000
Series C Pref Stock	\$ 14.39 <u>(2)</u>					04/22/2007	04/22/2012	GTN	37,500 <u>(3)</u>
Series C Pref Stock	\$ 14.39 <u>(2)</u>					04/22/2007	04/22/2012	GTN	25,000 <u>(3)</u>
Series C Pref Stock	\$ 14.39 <u>(2)</u>					04/22/2007	04/22/2012	GTN	25,000 <u>(3)</u>

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- (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).

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