

ROBINSON HARRIETT J
Form 4
June 24, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

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)
06/07/2005

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Class (GTN)					80,500	D	
Common Class A (GTN.A)					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)	4,628	I	Spouse 401 K Plan
Common Class A	56,200	I	Gulf Capital Services,

(GTN.A)

Ltd.

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 of Underlying Security (Instr. 3)
						Date Exercisable	Expiration Date	
Option - Class A Common Stock (GTN.A)	\$ 17.81			V	(A)	11/19/2000	11/19/2008	GTN.A
Option - Common Stock (GTN)	\$ 14					11/19/2000	11/19/2003	GTN
Option - Common Stock (GTN)	\$ 10.95					09/30/2004	09/30/2007	GTN
Option - Common Stock (GTN)	\$ 11.23					01/07/2004	01/07/2007	GTN
Series C Pref Stock	\$ 14.39 <u>(2)</u>					04/22/2007	04/22/2012	GTN
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Series C Pref Stock	\$ 14.39 <u>(2)</u>					04/22/2007	04/22/2012	G
Option - Common Stock (GTN)	\$ 14.06					05/19/2005	11/19/2007	G
Options-Common Stock (GTN)	\$ 10.125	05/25/2005		J	100,000	05/28/2002	05/28/2005	G
Options-Common Stock (GTN)	\$ 11.1	06/07/2005		A	125,000	06/07/2005	06/07/2010	G

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

06/24/2005

__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).

(4) Option expired unexercised.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.