

GRAY TELEVISION INC
 Form 4
 February 16, 2006

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)
02/07/2006

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)
Chairman & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount (D) Price | | |
| Common Stock (GTN) | | | | | 113,950 | D | |
| Common Stock (GTN) | | | | | 80,500 | I | Spouse |
| Common Class A Stock (GTN.A) | | | | | 10,400 | I ⁽¹⁾ | Spouse |
| | | | | | 43,750 | I | |

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| | | | |
|------------------------------|----------------------|---|---------------------------------|
| Common Stock (GTN) | | | Spouse as Trustee for Children |
| Common Class A Stock (GTN.A) | 1,062,380 | 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) | 72,000 | I | Assoc. Casualty Insurance Co. |
| Common Class A Stock (GTN.A) | 22,000 | I | Assoc. Casualty Insurance Co. |
| Common Stock (GTN) | 50,000 | I | American Southern Insurance Co. |
| | 4,261 ⁽²⁾ | D | |

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|------------------------------|------------|---|-------|---|---------|---------|---|--|-----------------------------|
| Common Stock (GTN) | | | | | | | | | |
| Common Class A Stock (GTN.A) | 02/07/2006 | P | 6,500 | A | \$ 8.36 | 94,200 | I | | Gulf Capital Services, Ltd. |
| Common Class A Stock (GTN.A) | 02/08/2006 | P | 7,000 | A | \$ 8.45 | 101,200 | I | | Gulf Capital Services, Ltd. |
| Common Class A Stock (GTN.A) | | | | | | 609,840 | I | | Spouse |
| Common Class A Stock (GTN.A) | 02/10/2006 | P | 7,000 | A | \$ 8.65 | 494,875 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------|
| | | | | | | 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 |
| Option - Common Stock (GTN) | \$ 10.93 ⁽³⁾ | | | | | 11/20/2005 | 11/20/2008 | GTN ⁽³⁾ | 45,7 |
| | \$ 9.58 ⁽³⁾ | | | | | 09/30/2004 | 09/30/2007 | GTN ⁽³⁾ | 125,7 |

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| | | | | | | |
|-----------------------------|-------------------------|--|------------|------------|--------------------|----------------------|
| Option - Common Stock (GTN) | | | | | | |
| Option - Common Stock (GTN) | \$ 9.82 ⁽³⁾ | | 01/07/2004 | 01/07/2007 | GTN ⁽³⁾ | 76,5 |
| Series C Pref Stock | \$ 13.07 | | 04/22/2007 | 04/22/2012 | GTN | 41,3 |
| Series C Pref Stock | \$ 13.07 ⁽⁴⁾ | | 04/22/2007 | 04/22/2012 | GTN | 27,5 ⁽⁵⁾ |
| Series C Pref Stock | \$ 13.07 ⁽⁴⁾ | | 04/22/2007 | 04/22/2012 | GTN | 27,5 ⁽⁵⁾ |
| Series C Pref Stock | \$ 13.07 ⁽⁴⁾ | | 04/22/2007 | 04/22/2012 | GTN | 133,8 ⁽⁵⁾ |
| Series C Pref Stock | \$ 13.07 ⁽⁴⁾ | | 04/22/2007 | 04/22/2012 | GTN | 133,8 ⁽⁵⁾ |
| Series C Pref Stock | \$ 13.07 ⁽⁴⁾ | | 04/22/2007 | 04/22/2012 | GTN | 228,0 ⁽⁵⁾ |
| Series C Pref Stock | \$ 13.07 ⁽⁴⁾ | | 04/22/2007 | 04/22/2012 | GTN | 38,2 ⁽⁵⁾ |
| Option - Common Stock (GTN) | \$ 12.3 ⁽³⁾ | | 05/19/2005 | 11/19/2007 | GTN | 57,1 ⁽³⁾ |
| Options-Common Stock (GTN) | \$ 9.71 ⁽³⁾ | | 06/07/2005 | 06/07/2010 | GTN | 142,8 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBINSON J MACK 4370 PEACHTREE ROAD,NE ATLANTA, GA 30319 | X | | Chairman & CEO | |

Signatures

J. S. Cowart, IV by power of
attorney

02/16/2006

__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) Held in 401K plan and based on plan statement as of 12/31/05.
- (3) Reflects anti-dilution adjustment undertaken as a result of the spin-off completed on December 30, 2005.

- 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 \$13.07 (as adjusted for the spin off of TCM) 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.
- (4) 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 (\$13.07 as adjusted for the spin off of TCM).
 - (5) 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 (\$13.07 as adjusted for the spin off of TCM).

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.