

GRAY TELEVISION INC
 Form 4
 December 14, 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 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)
12/12/2006

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)

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 Class (GTN) | | | | (A) or (D) | 85,500 | D | |
| Common Class A (GTN.A) | | | | (A) or (D) | 647,340 | D | |
| Common Class (GTN) | | | | (A) or (D) | 128,950 | I | Spouse |
| Common Class (GTN) | | | | (A) or (D) | 43,750 | I | Trustee for Children |

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| | | | | | | | | |
|------------------------|------------|---|--------|---|-----------|----------------------|------------------|--------------------------------|
| Common Class A (GTN.A) | 12/12/2006 | P | 10,000 | A | \$ 7.5 | 1,090,380 | 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) | | | | | | 4,261 ⁽¹⁾ | I | Spouse 401 K Plan |
| Common Class A (GTN.A) | | | | | | 119,200 | I | Gulf Capital Services, Ltd. |
| Common Class (GTN) | | | | | | 2,400 | D ⁽²⁾ | |
| Common Class A | | | | | | 892,375 | I | Spouse |

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(GTN.A)

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 | | | | | 11/19/2000 | 11/19/2008 | GTN.A | 11,5 |
| Option - Common Stock (GTN) | \$ 10.93 | | | | | 11/20/2005 | 11/20/2008 | GTN | 45,7 |
| Option - Common Stock (GTN) | \$ 9.58 | | | | | 09/30/2004 | 09/30/2007 | GTN | 125,7 |
| Option - Common Stock (GTN) | \$ 9.82 | | | | | 01/07/2004 | 01/07/2007 | GTN | 76,5 |
| Series C Pref Stock | \$ 13.07 | | | | | 04/22/2007 | 04/22/2012 | GTN | 41,3 |
| Series C Pref Stock | \$ 13.07 (3) | | | | | 04/22/2007 | 04/22/2012 | GTN | 27,5 (4) |
| Series C Pref Stock | \$ 13.07 (3) | | | | | 04/22/2007 | 04/22/2012 | GTN | 27,5 (4) |
| Series C Pref Stock | \$ 13.07 (3) | | | | | 04/22/2007 | 04/22/2012 | GTN | 133,7 (4) |
| | | | | | | 04/22/2007 | 04/22/2012 | GTN | |

