

ROBINSON HARRIETT J  
Form 4/A  
January 20, 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)  
01/06/2006

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/09/2006

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Class (GTN)					80,500	D	
Common Class A (GTN.A)					10,400	D	
Common Class (GTN)					113,950	I	Spouse
Common Class (GTN)					43,750	I	Trustee for Children

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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 <sup>(1)</sup>	I	Spouse 401 K Plan		
Common Class A (GTN.A)					78,100 <sup>(2)</sup>	I	Gulf Capital Services, Ltd.		
Common Class A (GTN.A)	01/06/2006		P	200	A	\$ 8.5	483,675	I	Spouse
Common Class A							609,840	D	

(GTN.A)

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

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**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)	\$ 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					04/22/2007	04/22/2012	GTN	37,500
Series C Pref Stock	\$ 14.39 (3)					04/22/2007	04/22/2012	GTN	25,000 (4)
Series C Pref Stock	\$ 14.39 (3)					04/22/2007	04/22/2012	GTN	25,000 (4)
Series C Pref Stock	\$ 14.39 (3)					04/22/2007	04/22/2012	GTN	121,600 (4)
						04/22/2007	04/22/2012	GTN	



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