

HOWELL HILTON H JR
Form 4
March 21, 2013

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 *
HOWELL HILTON H JR

(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)
03/19/2013

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 676 | I | By 401(k) plan |
| Class A Common Stock | | | | | 58,575 | I | Spouse |
| Class A Common Stock | | | | | 500 | I | Children |
| Common Stock | | | | | 35,000 | I | Delta Fire & Casualty Insurance |

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| | | | | | | | | |
|----------------------------|------------|---|-----------------------|---|------|---------|---|---|
| Class A Common Stock | | | | | | 33,750 | I | Co. Delta Fire & Casualty Insurance Co. |
| Common Stock | | | | | | 10,000 | I | Delta Life Insurance Co. |
| Class A Common Stock | | | | | | 135,795 | I | Delta Life Insurance Co. |
| Class A Common Stock | | | | | | 221,706 | I | Bankers Fidelity Life Insurance Co. |
| Common Stock | | | | | | 56,000 | I | Atlantic American Corporation |
| Class A Common Stock | | | | | | 166,354 | I | Atlantic American Corporation |
| Common Stock | | | | | | 50,000 | I | American Southern Insurance Co. |
| Class A Common Stock | | | | | | 69,370 | D | |
| Common Stock | 03/19/2013 | A | <u>110,046</u> (1) | A | \$ 0 | 592,369 | D | |
| Common Stock | 03/19/2013 | A | 9,030 (2) | A | \$ 0 | 27,754 | I | Spouse |
| Common Stock | | | | | | 640,400 | I | Trust F/B/O Children |
| Class A Common Stock | | | | | | 563,900 | I | Trust F/B/O Children |

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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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWELL HILTON H JR 4370 PEACHTREE ROAD,NE ATLANTA, GA 30319 | X | | Chairman & CEO | |

Signatures

/s/ Dottie Boudreau by Power of Attorney
 **Signature of Reporting Person
 03/21/2013
 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) Represents grant of restricted stock, which vests in one-third increments on March 19, 2014, March 19, 2015 and March 19, 2016.
- (2) Represents grant of restricted stock, which vests in full on January 1, 2014.

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.