

GRAY TELEVISION INC

Form 4

October 31, 2005

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
10/27/2005

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)
			Code	V	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	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.
	4,628 <sup>(1)</sup>	D	

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Common Stock (GTN)									
Common Class A Stock (GTN.A)						76,900	I		Gulf Capital Services, Ltd.
Common Class A Stock (GTN.A)	10/27/2005		P	10,000	A	\$ 8.79	465,775	D	
Common Class A Stock (GTN.A)	10/28/2005		P	3,000	A	\$ 8.79	468,775	D	
Common Class A Stock (GTN.A)	10/28/2005		P	10,000	A	\$ 8.7839	607,840	I	Spouse

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.**

SEC 1474  
(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)	\$ 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
	\$ 10.95					09/30/2004	09/30/2007	GTN	110,000

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Option - Common Stock (GTN)					
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 (2)	04/22/2007	04/22/2012	GTN	25,000 (3)
Series C Pref Stock	\$ 14.39 (2)	04/22/2007	04/22/2012	GTN	25,000 (3)
Series C Pref Stock	\$ 14.39 (2)	04/22/2007	04/22/2012	GTN	121,600 (3)
Series C Pref Stock	\$ 14.39 (2)	04/22/2007	04/22/2012	GTN	121,600 (3)
Series C Pref Stock	\$ 14.39 (2)	04/22/2007	04/22/2012	GTN	207,000 (3)
Series C Pref Stock	\$ 14.39 (2)	04/22/2007	04/22/2012	GTN	34,700 (3)
Option - Common Stock (GTN)	\$ 14.06	05/19/2005	11/19/2007	GTN	50,000
Options-Common Stock (GTN)	\$ 11.1	06/07/2005	06/07/2010	GTN	125,000

## 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

10/31/2005

\_\_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) Held in 401K plan.

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.

(2) 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).

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.