

PRATHER ROBERT S JR
 Form 4
 September 16, 2005

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 *
 PRATHER ROBERT S 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)
 09/14/2005

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)
 President and C.O.O.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price (A) | | |
| Class A Common Stock (GTN.A) | 09/14/2005 | | P | | 86 A \$ 11.11 | 233,991 | D |
| Class A Common Stock (GTN.A) | 09/14/2005 | | P | | 1,200 A \$ 11.0916 | 233,905 | D |
| Class A Common Stock (GTN.A) | 09/14/2005 | | P | | 1,200 A \$ 11.16 | 232,705 | D |

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| | | | |
|---------------------------------------|--------------------|---|-------------------------|
| Class A Common Stock (GTN.A) | 225 | I | By Spouse <u>(1)</u> |
| Common Stock (GTN) | 200 | I | By Spouse <u>(1)</u> |
| Common Stock (GTN) | 106,000 <u>(2)</u> | D | |
| Common Stock (GTN) | 1,344 <u>(3)</u> | D | |

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

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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 Security (Instr. 3 and 4) | Amount of Underlying Security | |
|---|--|---|---|-----------------------------------|--|---|--|-------------------------------|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security |
| Option - Common Stock (GTN) | \$ 10.95 | | | | | 09/30/2004 | 09/30/2007 | Common Stock | 110 |
| Option - Common Stock (GTN) | \$ 12.5 | | | | | 11/20/2005 | 11/20/2008 | Common Stock | 41 |
| Option - Class A Common Stock (GTN.A) | \$ 17.81 | | | | | 11/19/2000 | 11/19/2008 | Class A Common Stock | 9,3 |
| Option - Common Stock (GTN) | \$ 11.23 | | | | | 01/07/2004 | 01/07/2007 | Common Stock | 67 |
| Options - Common Stock | \$ 14.06 | | | | | 05/18/2005 | 11/19/2007 | Common Stock | 50 |

(GTN)

Options-Common Stock (GTN) \$ 11.1

06/07/2005 06/07/2010 Common Stock 125

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRATHER ROBERT S JR 4370 PEACHTREE ROAD,NE ATLANTA, GA 30319 | X | | President and C.O.O. | |

Signatures

Jackson S. Cowart IV, by Power of Attorney

09/16/2005

__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) Owned by reporting person's wife, as to which shares Mr. Prather disclaims beneficial ownership.
- (2) Amount includes 5,000 shares of restricted stock awarded in January 2003, 100,000 shares of restricted stock awarded in August 2003 and 1,000 shares of restricted stock awarded in August 2004. A portion of the restricted stock has now vested.
- (3) Held in 401K plan.

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.