

COWART JACKSON S IV
Form 4
October 29, 2007

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 *
COWART JACKSON S IV

2. Issuer Name and Ticker or Trading Symbol
GRAY TELEVISION INC [GTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
126 N WASHINGTON STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2007

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)
Chief Accounting Officer

ALBANY, GA 31701

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Gray Common Stock - GTN				(A) or (D)	4,919 ⁽¹⁾	D	
Gray Class A Common Stock - GTN.A					27 ⁽¹⁾	D	
Gray Common Stock - GTN					3,679 ⁽²⁾	D	

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Gray Common Stock - GTN						2,177 ⁽¹⁾	I	Held by spouse	
Gray Class A Common Stock - GTN.A						358 ⁽¹⁾	I	Held by spouse	
Gray Common Stock - GTN	10/26/2007		M	1,143	A	\$ 7.78	1,143	I	Held by spouse
Gray Common Stock - GTN	10/26/2007		S	1,143	D	\$ 9.33	0	I	Held by spouse

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 Securities (Instr. 3 and 4)	8. Price of Deriva Securi (Instr.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - GTN	\$ 7.78 ⁽³⁾	10/26/2007		M	1,143	10/28/2004 10/28/2007	GTN	1,143 <u>(3)</u>	(4)
Option - GTN	\$ 9.71 ⁽³⁾					06/07/2005 06/07/2010	GTN	10,001 <u>(3)</u>	
Options - GTN	\$ 9.71 ⁽³⁾					06/07/2005 06/07/2010	GTN	3,000 <u>(3)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COWART JACKSON S IV 126 N WASHINGTON STREET ALBANY, GA 31701			Chief Accounting Officer	

Signatures

J. S. Cowart IV 10/29/2007

__Signature of Date
Reporting Person

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 a 401(k) account and based on plan website as of 10/26/07.
- (2) Purchased through and held in Gray's Employee Stock Purchase Plan. Shares were purchased over time through payroll deductions at an average price per share of \$10.29.
- (3) Reflects anti-dilution adjustment undertaken as a result of the spin-off completed on December 30, 2005.
- (4) Transaction was an exercise of an option to purchase shares. Therefore, the amount in column 8 is left blank and the price per share paid for the shares is reported in column 2.

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.