

COWART JACKSON S IV
Form 4
June 24, 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 *
COWART JACKSON S IV

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

ALBANY, GA 31701

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/07/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
Gray Common Stock - GTN				(A) or (D)			
			Code	V	Amount	(D)	Price
Gray Common Stock - GTN					4,717 ⁽¹⁾	D	
Gray Class A Common Stock - GTN.A					27 ⁽²⁾	D	
Gray Common Stock - GTN					1,023 ⁽²⁾	I	Held by spouse

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Gray Class
 A Common
 Stock - 329 ⁽²⁾ I Held by
 GTN.A spouse

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - GTN	\$ 10.125	05/25/2005		J		7,000	05/25/2002 05/25/2005	GTN	7,000
Option - GTN	\$ 10.75						09/16/2004 09/16/2007	GTN	10,000
Option - GTN	\$ 10.95						09/30/2004 09/30/2007	GTN	3,750
Option - GTN	\$ 10.125	05/25/2005		J		2,100	05/25/2002 05/25/2005	GTN	2,100
Option - GTN	\$ 8.89						10/28/2004 10/28/2007	GTN	1,000
Option - GTN	\$ 11.1	06/07/2005		A		8,750	06/07/2005 06/07/2010	GTN	8,750
Options - GTN	\$ 11.1	06/07/2005		A		2,625	06/07/2005 06/07/2010	GTN	2,625

Reporting Owners

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

ALBANY, GA 31701

Signatures

J. S. Cowart IV

06/24/2005

__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) Of these 4,717 shares of GTN, 2,830 were held in a 401(k)account and 1,887 were held in an employee stock purchase plan account.

(2) Held in a 401(k)account.

(3) Option expired unexercised.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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