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GRAY TELEVISION INC  
Form SC 13G/A  
February 10, 2006

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OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT No. 1) \*

Gray Television, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

389375106

-----  
(CUSIP Number)

December 31, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- /X/ Rule 13d-1(b)
- / / Rule 13d-1(c)
- / / Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SEC 1745 Persons who are to respond to the collection of information contained  
(1-06) in this form are not required to respond unless the form displays a  
currently valid OMB control number.  
=====

CUSIP No. 389375106

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
Olstein & Associates, L.P. (Tax ID: 133813766)
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
  
Not Applicable
3. SEC Use Only
4. Citizenship or Place of Organization  
  
New York

|                  |                             |           |                |
|------------------|-----------------------------|-----------|----------------|
| Number of Shares | 5. Sole Voting Power        | 3,047,800 | **see Note 1** |
| Beneficially     | 6. Shared Voting Power      | None      |                |
| Owned by         |                             |           |                |
| Each Reporting   | 7. Sole Dispositive Power   | 3,047,800 | **see Note 1** |
| Person With:     | 8. Shared Dispositive Power | None      |                |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
3,047,800 \*\*see Note 1\*\*
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  
  
N/A
11. Percent of Class Represented by Amount in Row (9)  
  
7.09%
12. Type of Reporting Person (See Instructions)  
  
IA

CUSIP No. 389375106

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
The Olstein Funds (Tax ID: 133837394)

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

Not Applicable

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

|                  |    |                          |           |                |
|------------------|----|--------------------------|-----------|----------------|
| Number of Shares | 5. | Sole Voting Power        | 2,743,100 | **see Note 1** |
| Beneficially     | 6. | Shared Voting Power      | None      |                |
| Owned by         | 7. | Sole Dispositive Power   | 2,743,100 | **see Note 1** |
| Each Reporting   | 8. | Shared Dispositive Power | None      |                |
| Person With      |    |                          |           |                |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,743,100 \*\*see Note 1\*\*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11. Percent of Class Represented by Amount in Row (9)

6.39%

12. Type of Reporting Person (See Instructions)

IV

Item 1.

(a) Name of Issuer

Gray Television, Inc.

(b) Address of Issuer's Principal Executive Offices

4370 Peachtree Road, NE  
Atlanta, Georgia 30319

Item 2.

(a) Name of Person Filing

(1) Olstein & Associates, L.P.  
(2) The Olstein Funds

(b) Address of Principal Business Office, or if none, Residence

(1) 4 Manhattanville Road  
Purchase, New York 10577

(2) 4 Manhattanville Road  
Purchase, New York 10577

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(c) Citizenship

- (1) New York
- (2) Delaware

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

389375106

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(1) Olstein & Associates, L.P.

- (e)  An investment adviser in accordance with § 240.13d-1(b) (1) (ii) (E);

(2) The Olstein Funds

- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

Item 4. Ownership

(1) Olstein & Associates, L.P:

(a) Amount beneficially owned:

3,047,800 \*\*see Note 1\*\*

(b) Percent of class: 7.09%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

3,047,800 \*\*see Note 1\*\*

(ii) Shared power to vote or to direct the vote

None

(iii) Sole power to dispose or to direct the disposition of

3,047,800 \*\*see Note 1\*\*

(iv) Shared power to dispose or to direct the disposition of

None

(2) The Olstein Funds:

(a) Amount beneficially owned:

2,743,100 \*\*see Note 1\*\*

(b) Percent of class: 6.39%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

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2,743,100 \*\*see Note 1\*\*

(ii) Shared power to vote or to direct the vote

None

(iii) Sole power to dispose or to direct the disposition of

2,743,100 \*\*see Note 1\*\*

(iv) Shared power to dispose or to direct the disposition of

None

\*\*Note 1\*\* Olstein & Associates, L.P. ("Olstein"), an investment advisor registered under Section 203 of the Investment Advisers Act of 1940, furnishes investment advice to the Olstein Financial Alert Fund, a series of The Olstein Funds, an investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"), and to the Smith Barney Classic Values Fund, a series of the Smith Barney Investment Trust, an investment company registered under the 1940 Act (collectively, the "Funds"). In its role as investment advisor or manager, Olstein possesses voting and/or investment power over the securities of the Issuer described in this schedule that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the funds. However, all securities reported in this schedule are owned by the Funds. Pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Olstein disclaims beneficial ownership of such securities. In addition, the filing of this schedule shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Exchange Act.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

The Funds described in Note 1 above have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities held in their respective accounts. The Olstein Funds own 6.39% of the shares of common stock with the Issuer. To the knowledge of Olstein, the interest of the Smith Barney Classic Values Fund does not exceed 5% of the class of securities. Olstein disclaims beneficial ownership of all such securities.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief,

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the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Olstein & Associates, L.P.  
By: Olstein Advisers, LLC,  
General Partner  
February 10, 2006  
-----

Date

Olstein & Associates, L.P.  
-----  
Signature

/s/Michael Luper  
-----  
Michael Luper  
Executive Vice President

The Olstein Funds

February 10, 2006  
-----

Date

The Olstein Funds  
-----  
Signature

/s/Michael Luper  
-----

Michael Luper  
Chief Accounting Officer  
and Treasurer

Exhibit A

AGREEMENT  
JOINT FILING OF SCHEDULE 13G

Olstein & Associates, L.P. (an investment adviser registered under the Investment Advisers Act of 1940) and The Olstein Funds, a Delaware statutory trust, hereby agree to file jointly the statement on Schedule 13G to which this Agreement is attached, and any amendments thereto which may be deemed necessary, pursuant to Regulation 13D-G under the Securities Exchange Act of 1934.

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness or accuracy of information concerning the other party unless such party knows or has reason to believe that such information is inaccurate. It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statement on Schedule 13G, and any amendments hereto, filed on behalf of each of the parties hereto.

Olstein & Associates, L.P.  
By: Olstein Advisers, LLC,  
General Partner  
February 10, 2006  
-----

Date

Olstein & Associates, L.P.  
-----

The Olstein Funds

February 10, 2006  
-----

Date

The Olstein Funds  
-----

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Signature

/s/Michael Luper

-----  
Michael Luper  
Executive Vice President

Signature

/s/Michael Luper

-----  
Michael Luper  
Chief Accounting Officer  
and Treasurer