

HOWELL HILTON H JR
Form 4
September 27, 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 *
HOWELL HILTON H JR

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)
4370 PEACHTREE ROAD,NE

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

(Street)
ATLANTA, GA 30319

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock (GTN) | | | | | 189,497 | D | |
| Common Class A Stock (GTN.A) | | | | | 58,575 | I | Spouse |
| Common Class A Stock (GTN.A) | | | | | 500 | I | children |

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| | | | | | | | | |
|------------------------------|------------|---|-----|---|----------|---------|---|-------------------------------------|
| Common Stock (GTN) | | | | | | 35,000 | I | Delta Fire & Casualty Insurance Co. |
| Common Class A Stock (GTN.A) | | | | | | 33,750 | I | Delta Fire & Casualty Insurance Co. |
| Common Stock (GTN) | | | | | | 10,000 | I | Delta Life Insurance Co. |
| Common Class A Stock (GTN.A) | | | | | | 135,795 | I | Delta Life Insurance Co. |
| Common Class A Stock (GTN.A) | | | | | | 221,706 | I | Bankers Fidelity Life Insurance 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 | Associated Casualty Insurance Co. |
| Common Class A Stock (GTN.A) | | | | | | 25,000 | I | Associated Casualty Insurance Co. |
| Common Stock (GTN) | | | | | | 50,000 | I | American Southern Insurance Co. |
| Common Stock (GTN.A) | 09/23/2005 | P | 500 | A | \$ 10.12 | 60,500 | D | |
| Common Stock (GTN.A) | 09/23/2005 | P | 500 | A | \$ 10.14 | 61,000 | D | |
| | 09/23/2005 | P | 500 | A | | 61,500 | D | |

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Common Stock (GTN.A) \$ 10.16

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Nonqualified Stock Option | \$ 11.1 | 09/20/2005 | | A | 90,000 | | 09/20/2007 | 09/20/2010 | GTN | 90,000 |
| Nonqualified Stock Option | \$ 8.89 | | | | | | 10/28/2004 | 10/28/2007 | GTN | 25,000 |
| Nonqualified Stock Option | \$ 11.23 | | | | | | 01/07/2004 | 01/07/2007 | GTN | 6,700 |
| Series C Preferred Stock | \$ 14.39 <u>(1)</u> | | | | | | 04/22/2007 | 04/22/2012 | GTN | 121,612 <u>(2)</u> |
| Series C Preferred Stock | \$ 14.39 <u>(1)</u> | | | | | | 04/22/2007 | 04/22/2012 | GTN | 121,612 <u>(2)</u> |
| Series C Preferred Stock | \$ 14.39 <u>(1)</u> | | | | | | 04/22/2007 | 04/22/2012 | GTN | 207,088 <u>(2)</u> |
| Series C Preferred Stock | \$ 14.39 <u>(1)</u> | | | | | | 04/22/2007 | 04/22/2012 | GTN | 34,746 <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWELL HILTON H JR 4370 PEACHTREE ROAD,NE ATLANTA, GA 30319 | X | | Vice Chairman | |

Signatures

J. S. Cowart IV, by Power of Attorney
09/27/2005

__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) In April of 2002, Gray Television, Inc. issued Series C Preferred Stock to certain affiliates of Mr. Howell and others unaffiliated with Mr. Howell or Gray. The Series C Preferred Stock is convertible into Gray's Common Stock ("GTN") at a conversion price of \$14.39 per share. The Series C Preferred Stock is redeemable at Gray'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.

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