

ROBINSON HARRIETT J
Form 5/A
February 21, 2013

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ROBINSON HARRIETT J

(Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

4370 PEACHTREE ROAD, NE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/21/2013

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30319

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | Â | Â | Â | Â | Â | Â | 109,750 | I | Trustee for Children |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,189,180 | I | Trustee for Children |
| Common Stock | Â | Â | Â | Â | Â | Â | 35,000 | I | Delta Fire & Casualty Insurance Co. |
| | Â | Â | Â | Â | Â | Â | 33,750 | I | |

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| | | | | | | | | | | |
|----------------------------|------------|---|---|---------|---|------|-----------------------|---|--|---|
| Class A Common Stock | | | | | | | | | | Delta Fire & Casualty Insurance Co. |
| Common Stock | Â | Â | Â | Â | Â | Â | 10,000 | I | | Delta Life Insurance Co. |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 135,795 | I | | Delta Life Insurance Co. |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 221,706 | I | | Bankers Fidelity Life Insurance Co. |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 166,354 | I | | Atlantic American Corporation |
| Common Stock | Â | Â | Â | Â | Â | Â | 56,000 | I | | Atlantic American Corporation |
| Common Stock | Â | Â | Â | Â | Â | Â | 50,000 | I | | American Southern Insurance Co. |
| Common Stock | Â | Â | Â | Â | Â | Â | 5,518 | I | | Spouse 401(k) Plan |
| Common Stock | Â | Â | Â | Â | Â | Â | 100,000 | I | | Gulf Capital Services, Ltd. |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 490,298 | I | | Gulf Capital Services, Ltd. |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 894,864 <u>(1)</u> | D | | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 383,569 | D | | Â |
| Common Stock | 12/30/2012 | Â | G | 640,400 | D | \$ 0 | 236,219 | I | | Spouse |
| Class A Common Stock | 12/30/2012 | Â | G | 563,900 | D | \$ 0 | 438,776 | I | | Spouse |
| Common Stock | 12/30/2012 | Â | G | 640,400 | A | \$ 0 | 640,400 | I | | Trustee for Grandchildren |
| Class A Common Stock | 12/30/2012 | Â | G | 563,900 | A | \$ 0 | 563,900 | I | | Trustee for Grandchildren |

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 Derivative Security (Instr. 5) | 9. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------------|
| | | | | | (A) (D) | Date Exercisable (A) (D) | Expiration Date | Title | Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBINSON HARRIETT J 4370 PEACHTREE ROAD, NE ATLANTA, GA 30319 | X | | | |

Signatures

/s/ Dottie Boudreau by Power of Attorney
Date: 02/21/2013

**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) These shares were inadvertently omitted from the reporting person's Form 5 filed on February 14, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.