

GAYLORD ENTERTAINMENT CO /DE  
 Form 4  
 February 22, 2011

**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 \*  
 ROSE MICHAEL D

2. Issuer Name and Ticker or Trading Symbol  
 GAYLORD ENTERTAINMENT CO /DE [GET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/17/2011

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

999 SHADY GROVE ROAD, SUITE 303

(Street)

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

MEMPHIS, TN 38120

(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  | (A) or (D)   | Price   |
| Common Stock                    | 02/17/2011                           |  | M                              |   | 2,100   | A  | \$ 25.25  |
| Common Stock                    | 02/17/2011                           |  | S                              |   | 2,100   | D  | \$ 37.75  |
| Common Stock                    | 02/18/2011                           |  | M                              |   | 1,500   | A  | \$ 25.25  |
| Common Stock                    | 02/18/2011                           |  | S                              |   | 1,500   | D  | \$ 37.5   |
| Common Stock                    |                                      |  |                                |   | 40,000 <sup>(1)</sup>   | I  |   |

By  
 GRAT/IRA

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Common Stock                               | \$ 25.25   | 02/17/2011                           |  | M                              | 2,100   | 04/23/2002 <sup>(2)</sup> 04/23/2011                     | Common Stock 2,100  |
| Common Stock                               | \$ 25.25   | 02/18/2011                           |  | M                              | 1,500   | 04/23/2002 <sup>(2)</sup> 04/23/2011                     | Common Stock 1,500  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ROSE MICHAEL D<br>999 SHADY GROVE ROAD<br>SUITE 303<br>MEMPHIS, TN 38120 | X             |           |         |       |

## Signatures

Carter R. Todd, Attorney-in-Fact for Michael D. Rose  
02/22/2011

\*\*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) Consists of 30,000 shares held by grantor retained annuity trusts and 10,000 shares held by an individual retirement account.
  - (2) Options vested rateably over 4 years from the grant date. Options are 100% vested.
- 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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