

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* CAPARELLA JOHN (Last) (First) (Middle) 6000 OSCEOLA PARKWAY (Street) KISSIMMEE FL 34746 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol GAYLORD ENTERTAINMENT CO /DE [GET]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Executive VP & COO
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2008	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/01/2008		F		8,152 ⁽¹⁾	D	\$29.23	29,054	D	
Common Stock	02/01/2008		F		1,402 ⁽²⁾	D	\$29.23	27,652	D	
Common Stock	02/04/2008		A		75,000 ⁽³⁾	A	\$0.00	102,652	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$38	02/04/2008		A		115,000		02/04/2010 ⁽⁴⁾	02/04/2018	Common Stock	115,000	\$0.00	115,000	D	

Explanation of Responses:

- Represents shares withheld to satisfy Mr. Caparella's tax withholding obligation with respect to the 30,000 shares of previously awarded restricted stock unit vesting on 2/1/08. Mr. Caparella retained the remaining 21,848 shares.
- Represents shares withheld to satisfy Mr. Caparella's tax withholding obligation with respect to the 5,000 shares of previously awarded restricted stock unit vesting on 2/1/08. Mr. Caparella retained the remaining 3,598 shares.
- Represents shares of common stock issuable upon the vesting of restricted stock units, subject to performance based vesting on 2/4/2012.
- Option vests in 1/3 increments with vesting starting on 2/4/2010, 2/4/2011 and 2/4/2012.

Remarks:

Carter R. Todd, Attorney-in-Fact for John Caparella 02/05/2008
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.