

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ROSE MICHAEL D</u> (Last) (First) (Middle) <u>1000 RIDGEWAY LOOP</u> <u>SUITE 108</u> (Street) <u>MEMPHIS TN 38120</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GAYLORD ENTERTAINMENT CO /DE [GET]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/06/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 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	05/07/2010		M		1,500 ⁽¹⁾	A	\$16.8	16,299	D	
Comon Stock								40,000	I	By GRAT/IRA ⁽²⁾

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
Restricted Stock Units	\$16.8	05/07/2010		M		1,500		05/07/2010	(3)	Common Stock	1,500	\$0.00	1,500	D	
Restricted Stock Units	\$27.73	05/06/2010		A		2,705		(4)	05/06/2011	Common Stock	2,705	\$0.00	2,705	D	

Explanation of Responses:

- On May 7, 2010, 1500 shares of common stock were issued to the director upon vesting of the restricted stock units previously granted to the director on May 7, 2009.
- Consists of 30,000 shares held by a grantor retained annuity trust and 10,000 shares held by an individual retirement account.
- These restricted stock units were converted to common stock on May 7, 2010 on a 1 to 1 basis upon vesting of the restricted stock unit award.
- Represents an annual grant of 2705 restricted stock units awarded to the director in connection with the director's service on the Company's board. Upon lapse of the restrictions with respect to the restricted stock units, which unless deferred by the director will be May 6, 2011, one share of common stock will be issued for each restricted stock unit.

Remarks:

Carter R. Todd, Attorney-in-Fact for Michael D. Rose 05/10/2010

** 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.