SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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*			2. Issuer Name and Ticker or Trading Symbol <u>GAYLORD ENTERTAINMENT CO /DE</u> [<u>GET</u>]		i. Relationship of Reporting Person(s) to Issuer Check all applicable) X Director 10% Owner		
(Last) 250 WEST 55T	(First) H STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2010		Officer (give title below)	Other (specify below)	
(Street) NEW YORK (City)	NY (State)	10019 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	lividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person		
Table L- Non-Derivative Securities Acquired Disposed of or Beneficially Owned							

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 3. Transaction 5. Amount of 6. Ownership 7. Nature of Date Execution Date Securities Form: Direct Indirect if any (Month/Day/Year) Code (Instr. 5) Beneficially (D) or Indirect Beneficial (Month/Day/Year) Owned Following 8) (I) (Instr. 4) Ownership Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (A) or (D) Code v Amount Price 1,500(1) Common Stock 05/07/2010 м A \$16.8 4,500 D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature 10. Expiration Date (Month/Day/Year) Derivative Conversion Date Execution Date. Transaction Derivative Amount of derivative Ownership of Indirect Security (Instr. 3) or Exercise Price of (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Securities Underlying Security (Instr. 5) Securities Beneficially Form: Direct (D) Beneficial Securities Acquired (A) Ownership or Disposed of (D) (Instr. 3, 4 and 5) Derivative Derivative Security Owned or Indirect (Instr. 4) (Instr. 3 and 4) Security ollowing (I) (Instr. 4) Reported Transaction(s) (Instr. 4) Amount Number Date Expiration of Code ν (A) (D) Exercisable Date Title Shares Restricted \$16.8 05/07/2010 05/07/2010 (2) 1,500 \$0.00 1,500 D Stock Μ 1,500 Stock Units

(3)

Explanation of Responses:

\$27.73

1. 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.

2,705

2. 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.

A

3. 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:

Restricted

Stock

Units

Carter R. Todd, Attorney-in-Fact for Ellen R. Levine

2,705

\$0.00

Commor

Stock

05/06/2011

** Signature of Reporting Person

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

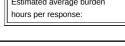
 \ast If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

05/06/2010

** 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.



<u>-</u> 05/10/2010

2,705

D

Date