SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
FIORAVANTI MARK	GAYLORD ENTERTAINMENT CO /DE [GET]	Director	10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2012	X Officer (give title below)	Other (specify below)
ONE GAYLORD DRIVE		SVP & Chief Financial Officer	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year) 02/10/2012	6. Individual or Joint/Group Filing (Check Applicable Line)	
NASHVILLE TN 37214		X Form filed by One Reporting Person	
(City) (State) (Zip)		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			

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	Amount or Number of Shares				
Stock Option (right to buy)	$29.75	02/08/2012		A		12,000		02/08/2013[1]	02/08/2022	Common Stock	12,000	$0.00	12,000	D	
Restricted Stock Units	$0.00	02/08/2012		A		9,000		02/08/2015[2]	02/08/2016	Common Stock	9,000	$0.00	9,000	D	
Restricted Stock Units	$0.00	02/08/2012		A		9,000		02/08/2015[3]	02/08/2015	Common Stock	9,000	$0.00	9,000	D	

Explanation of Responses:

1. Option will vest ratably over 4 years in 1/4 increments.

2. Restricted Stock Units will vest 50% on 2/8/2015 and 50% on 2/8/2016. Upon vesting, each restricted stock unit will convert into one share of common stock per one restricted stock unit.

3. Represents shares of common stock issuable upon the vesting of restricted stock units, subject to performance based vesting on 2/8/2015.

Remarks:

Carter R. Todd, Attorney-in-Fact for Mark Fioravanti	02/10/2012
** 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.