SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB APPROVAL											
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person* <u>REED COLIN V</u>		er Name and Ticker an <u>Hospitality</u>					ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner Officer (give title Other (specify below) Exec. Chairman of the Board				
(Last) (First) (Middle ONE GAYLORD DRIVE	3. Date 03/15/	of Earliest Transac /2023	ction (M	onth/E	Day/Year)						
(Street) NASHVILLE TN 37214 (City) (State) (Zip)		4. If An	nendment, Date of (Original	Filed	(Month/Day/Ye	6. Indi Line) X	,			
Table I - 1. Title of Security (Instr. 3)	ative S ction ay/Year)	ecurities Acqu 2A. Deemed Execution Date, if any	3. Transa	ction	4. Securities Disposed Of	Acquired	(A) or	5. Amount of Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(wonth/b	ayriear)	(Month/Day/Year)	8) Code	v	·		Price			Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
Common Stock	03/15/	/2023		М		4,035	A	\$0.00	789,753(1)	D	
Common Stock	03/15/	/2023		F		1,588(2)	D	\$0.00	788,165(1)	D	
Common Stock	03/15/	/2023		М		4,788	A	\$0.00	792,953(1)	D	
Common Stock	03/15/	/2023		F		1,885 ⁽³⁾	D	\$0.00	791,068(1)	D	
Common Stock	03/15/	/2023		М		5,613	A	\$0.00	796,681(1)	D	
Common Stock	03/15/	/2023		F		2,209(4)	D	\$0.00	794,472(1)	D	
Common Stock	03/15/	/2023		М		25,217	A	\$0.00	819,689(1)	D	
Common Stock	03/15/	/2023		F		9,923(5)	D	\$0.00	809,766 ⁽¹⁾	D	
Common Stock	03/15/	/2023		М		4,697	A	\$0.00	814,463(1)	D	
Common Stock	03/15/	/2023		F		1,849(6)	D	\$0.00	812,614(1)	D	
Common Stock									793	I	By Trusts
Common Stock									185,000	I	By Family LLC
Common Stock									40,000	I	By Family LLC
Common Stock									327,249	I	By Family LLC
Common Stock									58,171	I	By Family LLC

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned	ec
(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. Transa Code (8)				6. Date Exerc Expiration Da (Month/Day/h	ate	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				
Restricted Stock Unit	\$0.00	03/15/2023		М			4,035	03/15/2023	03/15/2023	Common Stock	4,035	\$0.00	0	D	
Restricted Stock Units	\$0.00	03/15/2023		М			4,788	03/15/2023	03/15/2024	Common Stock	4,788	\$0.00	4,782	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. Transa Code (8)		of Deri Sec Acq (A) o Disp of (E	umber vative urities uired or oosed 0) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/)	ate	nd 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				
Restricted Stock Units	\$0.00	03/15/2023		М			5,613	03/15/2023	03/15/2025	Common Stock	5,613	\$0.00	11,226	D	
Restricted Stock Units	\$0.00	03/15/2023		М			25,217	03/15/2023	03/15/2023	Common Stock	25,217	\$0.00	0	D	
Restricted Stock Units	\$0.00	03/15/2023		М			4,697	03/15/2023	03/15/2026	Common Stock	4,687	\$0.00	14,092	D	

Explanation of Responses:

1. Includes 648,290 shares credited to Mr. Reed's SERP account, each of which is the economic equivalent of one share of common stock and payable solely in shares of common stock following termination of employment.

2. Represents shares withheld to satisfy Mr. Reed's tax withhelding obligation with respect to the 4,035 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/23. Mr. Reed retained the remaining 2,447 shares.

3. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 4,788 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/23. Mr. Reed retained the remaining 2,903 shares.

4. Represents shares withheld to satisfy Mr. Reed's tax withhelding obligation with respect to the 5,613 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/23. Mr. Reed retained the remaining 3,404 shares.

5. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 25,217 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/23. Mr. Reed retained the remaining 15,294 shares.

6. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 4,697 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/23. Mr. Reed retained the remaining 2,848 shares.

Remarks:

Scott J. Lynn, Attorney-in-Fact for Colin V. Reed 03/16/2023

** 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.

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