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						,	Wash	nington, D.C. 20)549				(ОМВ	APPRO	VAL
Section 16. Form 4 or Form 5					NT OF CHANGES IN BENEFICIAL OWNE									OMB Number: 3235-028 Estimated average burden		
obligations may continue. See Instruction 1(b). File									1934	hours per response: 0.5						
1. Name and Address of Reporting Person* <u>TODD CARTER R</u>					2. Issuer Name and Ticker or Trading Symbol <u>GAYLORD ENTERTAINMENT CO /DE</u> [<u>GET</u>]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify			
(Last) (First) (Middle) ONE GAYLORD DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 02/08/2012								EVP, General Counsel & Sec.				
(Street) NASHVILLE TN 37214					4. If Amendment, Date of Original Filed (Month/Day/Year) 02/10/2012							6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(State) (Zip)																
		le I - Noi							-	-		-				
1. Title of Security (Instr. 3)			Date		ear) i	Execution Date		e, Transaction Disposed C Code (Instr. 5)					es ally Following	Form (D) or	m: Direct of for Indirect I Instr. 4) 0	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code V	Amoun	(A) o (D)	r Price	Transact	Transaction(s)			(1150. 4)
	-											y Owned				
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)						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)	derivative Securities Beneficial Owned Following Reported	s Ily	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
\$29.75	02/08/2012			A		6,000		02/08/2013 ⁽¹⁾	02/08/2022	Common Stock	6,000	\$0.00	6,000	,	D	
\$0.00	02/08/2012			A		4,500		02/08/2015 ⁽²⁾	02/08/2016	5 Common Stock	4,500	\$0.00	4,500		D	
	FORM this box if no lc 16. Form 4 or ions may contir tion 1(b). d Address of CARTEF (Fi YLORD D ILLE TI (SI Security (Inst 2. Conversion or Exercise Price of Derivative Security \$29.75	FORM 4 this box if no longer subject to n 16. Form 4 or Form 5 ions may continue. See tion 1(b). and Address of Reporting Person* CARTER R (First) YLORD DRIVE ILLE TN (State) Tab Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security \$29.75 02/08/2012	FORM 4 UNITED this box if no longer subject to h16. Form 4 or Form 5 ions may continue. See tion 1(b). STAT nd Address of Reporting Person* CARTER R (Middle) transform 4 or Form 5 ions may continue. See transform 4 or Form 5 (Middle) (Middle) transform 4 or Form 5 ions may continue. See tion 1(b). (Middle) transform 4 or Form 5 (Middle) 37214 transform 4 or Form 5 (State) (Zip) Table 1 - Non Table 1 - Non Security (Instr. 3) Stransaction Date (Month/Day/Year) 2. 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See and 10): Fied pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1934 Maddress of Reporting Person" CARTER R (First) (First) (Middle) (YLORD DRIVE 2. Issuer Name and Toker or Trading Symbol GAYLORD DRIVE 5. GAYLORD ENTERTAINMENT CO /DE [GAYLORD 2012 5. (CARTER R (CET] (CET] (CE	Prome 4 UNITED STATES SECURITES AND EXCHANGE COMMISSION Washington, D.C. 20549 It is frem in orgenerative to bors may continue 300 000 (10). STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Section 30(h) of the investment Company Act of 1930 It is frem in orgenerative to bors may continue 300 000 (10). Statement of central pursuant to Section 16(a) of the Securities Exchange Act of 1930 It is frem in orgenerative to address of Reporting Person ⁺ CARTER R Issuer Name and Ticker or Trading Symbol GAYLORD DRIVE S. Relationship of CARTER R It is frem in orgenerative CARTER R Outdate Issuer Name and Ticker or Trading Symbol GAYLORD DRIVE S. 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C. 20549 Image: provide provide to programme base of the provide to section 30(h) of the investment Company Aut of 1340 Image: provide provide to section 30(h) of the investment Company Aut of 1340 Image: provide provide to programme base of the provide to section 30(h) of the investment Company Aut of 1340 State and provide to section 30(h) of the investment Company Aut of 1340 State and provide to section 30(h) of the investment Company Aut of 1340 Image: provide to provide provide provide provide to provide to provide to provide to provide to section 30(h) of the investment Company Aut of 1340 State and provide to section 30(h) of the investment Company Aut of 1340 Image: provide to provide provide provide provide provide to provi

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

** Signature of Reporting Person

02/10/2012 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.