SECURITIES & EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D* (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

GAYLORD ENTERTAINMENT COMPANY (Name of Issuer)

Common Stock (Title of Class of Securities)

> 367905106 (CUSIP Number)

Ricky C. Sandler
Eminence Capital LLC, 65 East 55th Street, 25th Floor, New York, NY 10022 (212) 418-2100

(Name, address and telephone number of person authorized to receive notices and communications)

January 18, 2005 (Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box $[\]$.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 15 Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.	367905106	13D		Page	2 of	15	Pages
(1)	I.R.S. IDEN	PORTING PERSONS ITIFICATION NOS. OF ITITIES ONLY)	AB0VE	Eminence	Part	ners	s, LP
(2)	CHECK THE A	APPROPRIATE BOX IF	A MEMBER OF A	GROUP **	٠,	[)]	-
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	New York	
NUMBER OF	(7) SOLE VOTING POWER	
SHARES		-
BENEFICIALLY	(8) SHARED VOTING POWER	40.004
OWNED BY	94	43,894
EACH	(9) SOLE DISPOSITIVE POWER	
REPORTING		0 -
PERSON WITH	(10) SHARED DISPOSITIVE POWER	10.004
		43,894
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		43,894
(12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **	* []
(13)	PERCENT OF CLASS REPRESENTED	
	BY AMOUNT IN ROW (11)	. 4%
(14)	TYPE OF REPORTING PERSON **	
	** SEE INSTRUCTIONS BEFORE FI	LLING OUT!

CUSIP No. 36	37905106	13D	Page 3 of 15 Pages
(1)	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO OF ABOVE PERSONS (ENTIT)	NS DS. IES ONLY)	
(2)	CHECK THE APPROPRIATE BO	OX IF A MEMBER	(a) [X] (b) []
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	CHECK BOX IF DISCLOSURE REQUIRED PURSUANT TO ITE	EMS 2(d) OR 2(e) []
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BENEFICIALLY	(8) SHARED VOTING PO		04.044
OWNED BY			61, 244
EACH	(9) SOLE DISPOSITIVE	E POWER	0-
REPORTING			
	(10) SHARED DISPOSIT		61,244
	AGGREGATE AMOUNT BENEFI BY EACH REPORTING PERSO	CIALLY OWNED	61,244
	CHECK BOX IF THE AGGREG IN ROW (11) EXCLUDES CE	ERTAIN SHARES	** []
(13)	PERCENT OF CLASS REPRES BY AMOUNT IN ROW (11)	SENTED	0.2%
(14)	TYPE OF REPORTING PERSO	 DN **	PN

CUSIP No. 3	67905106		13D		Page 4 of	15 Pages
(1)	I.R.S.	REPORTING PERSO IDENTIFICATION N E PERSONS (ENTIT	ONS IOS.			
						ce GP, LLC
(2)	CHECK T	HE APPROPRIATE E	BOX IF A MEMBE		(a)	[X] []
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SHARES				-0- 		
BENEFICIALL	Y (8)	SHARED VOTING P		1 005 100		
OWNED BY				1,005,138 		
EACH	(9)	SOLE DISPOSITIV		_		
REPORTING				-0- 		
PERSON WITH	(10)	SHARED DISPOSIT		1,005,138		
(11)		ATE AMOUNT BENEF				
	BY EAC	H REPORTING PERS	SON	1,005,138		
(12)	IN ROW	BOX IF THE AGGRE	CERTAIN SHARES			[]
(13)	PERCEN	T OF CLASS REPRE UNT IN ROW (11)		2.5%		
(14)	TYPE 0	F REPORTING PERS	SON **	00		
		** SEE INSTRUC	CTIONS BEFORE I	FILLING OUT!		

CUSIP No. 36	37905106	13D	Page 5 of 15 Pages
(1)	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO OF ABOVE PERSONS (ENTITI	S S. ES ONLY)	Eminoneo Canital IIC
(2)	CHECK THE APPROPRIATE BO	X IF A MEMBE	R OF A GROUP ** (a) [X] (b) []
	SEC USE ONLY		
	SOURCE OF FUNDS ** 00		
	CHECK BOX IF DISCLOSURE REQUIRED PURSUANT TO ITE	MS 2(d) OR 2	(e) []
(6)	CITIZENSHIP OR PLACE OF New York	ORGANIZATION	
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SHARES			
BENEFICIALLY	(8) SHARED VOTING PO		4 227 222
OWNED BY			1,827,000
EACH REPORTING	(9) SOLE DISPOSITIVE		- 0 -
PERSON WITH	(10) SHARED DISPOSITI		1,827,000
	AGGREGATE AMOUNT BENEFI BY EACH REPORTING PERSO	CIALLY OWNED	1,827,000
	CHECK BOX IF THE AGGREG IN ROW (11) EXCLUDES CE	RTAIN SHARES	** []
(13)	PERCENT OF CLASS REPRES BY AMOUNT IN ROW (11)	ENTED	4.6%
(14)	TYPE OF REPORTING PERSO	N **	IA

CUSIP No. 36	7905106	13D	Page 6 of 15 Pages
(1)	NAME OF REPORTING PERSO I.R.S. IDENTIFICATION N OF ABOVE PERSONS (ENTIT	NS OS.	
			Ricky C. Sandler
	CHECK THE APPROPRIATE B		UP ** (a) [X] (b) []
(3)	SEC USE ONLY		
	SOURCE OF FUNDS ** 00		
	CHECK BOX IF DISCLOSURE REQUIRED PURSUANT TO IT	OF LEGAL PROCEEDINGS IS EMS 2(d) OR 2(e)	s []
	CITIZENSHIP OR PLACE OF		
NUMBER OF SHARES	(7) SOLE VOTING POW	ER 1,225	
	(8) SHARED VOTING P		
OWNED BY			
EACH REPORTING	(9) SOLE DISPOSITIV	1,225	
PERSON WITH	(10) SHARED DISPOSIT	1,827,000	
	AGGREGATE AMOUNT BENEF BY EACH REPORTING PERS	ICIALLY OWNED	
	CHECK BOX IF THE AGGRE IN ROW (11) EXCLUDES C	ERTAIN SHARES **	[]
(13)	PERCENT OF CLASS REPRE	SENTED BY AMOUNT IN ROW 4.6%	
(14)	TYPE OF REPORTING PERS	ON **	
	** SEE INSTRUC	TIONS BEFORE FILLING OU	T!

Item 1. Security and Issuer.

This Schedule 13D/A, filed on August 9, 2004, relating to the common stock, par value \$0.01 (the "Common Stock") of Gaylord Entertainment Company (the "Company"), whose principal executive offices are located at One Gaylord Drive, Nashville, Tennessee 37214 is hereby amended and restated by this Amendment No. 1 to the Schedule 13D/A as follows.

Item 2. Identity and Background.

- (a) This statement is filed by:
 - (i) Eminence Partners, LP, a New York limited partnership ("Eminence I"), with respect to the shares of Common Stock directly owned by it;
 - (ii) Eminence Partners II, LP, a New York limited partnership ("Eminence II" and together, with Eminence I, the "Partnerships"), with respect to the shares of Common Stock directly owned by it;
 - (iii) Eminence GP, LLC, a New York limited liability company ("Eminence GP"), with respect to the shares of Common Stock directly owned by the Partnerships;
 - (iv) Eminence Capital, LLC, a New York limited liability company (the "Investment Manager"), which serves as the investment manager to the Partnerships and Eminence Fund, Ltd., a company organized under the laws of the Cayman Islands ("Eminence Offshore"), with respect to the shares of Common Stock directly owned by the Partnerships and Eminence Offshore; and
 - (v) Ricky C. Sandler, with respect to the shares of Common Stock directly owned by the Partnerships, Eminence Offshore and certain other accounts.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

- (b) The address of the principal business and principal office of the Partnerships, Eminence GP and the Investment Manager is 65 East 55th Street, 25th Floor, New York, NY 10022. The business address of Mr. Sandler is 65 East 55th Street, 25th Floor, New York, NY 10022.
- (c) The principal business of the Partnerships is serving as private investment limited partnerships. The principal business of Eminence GP is serving as a general partner to the Partnerships. The principal business of the Investment Manager is that of an investment manager engaging in the purchase and sale of securities on behalf of clients. Mr. Sandler serves as the Managing Member of Eminence GP and the Investment Manager.

- (d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was, or is subject to, a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.
- (f) The Partnerships are limited partnerships organized under the laws of the State of New York. Each of Eminence GP and the Investment Manager is a limited liability company organized under the laws of the State of New York. Mr. Sandler is a United States citizen.

Item 3. Source and Amount of Funds and Other Consideration.

The net investment cost (including commissions, if any) of the shares of Common Stock directly owned by the Partnerships, Eminence Offshore and the certain other accounts is approximately \$51,584,738. Mr. Sandler, Eminence GP and the Investment Manager do not directly own any shares of Common Stock.

Item 4. Purpose of the Transaction.

The purpose of the acquisition of the shares of Common Stock by the Reporting Persons is for investment, and the purchases of the shares of Common Stock by the Reporting Persons were made in the ordinary course of business and were not made for the purpose of acquiring control of the Company. Although the acquisition of the shares of Common Stock by the Reporting Persons is for investment purposes, the Reporting Persons may pursue discussions with management in an effort to maximize long-term value for shareholders. Each of the Reporting Persons may make further purchases of shares of Common Stock from time to time and may dispose of any or all of the shares of Common Stock held by him or it at any time. None of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (b) through (j), inclusive, of Item 4 of the Schedule 13D. Each of the Reporting Persons may, at any time and from time to time, review or reconsider his or its position and formulate plans or proposals with respect thereto, but has no present intention of doing so.

Item 5. Interest in Securities of the Issuer.

- A. Eminence Partners, LP
- (a) Aggregate number of shares beneficially owned: 943,894 Percentage: 2.4% The percentages used herein and in the rest of Item 5 are calculated based upon the 39,774,380 shares of Common Stock issued and outstanding as of October 31, 2004 as reflected in the Company's Form 10-Q for the quarterly period ended September 30, 2004.

 - (b) 1. Sole power to vote or direct vote: -0-2. Shared power to vote or direct vote: 943,894
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 943,894
- (c) The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions by Eminence I in the Common Stock within the last sixty days, which were all in the open market, are set forth in Schedule A and are incorporated by reference.
- (d) Eminence GP, the General Partner of Eminence I, has the power to direct the affairs of Eminence I, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares of Common Stock. Mr. Sandler is the Managing Member of Eminence GP and in that capacity directs its operations.
 - (e) Not applicable.
 - B. Eminence Partners II, LP
 - (a) Aggregate number of shares beneficially owned: 61,244 Percentage: 0.2%
 - (b) 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 61,244
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 61,244
- (c) The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions by Eminence II in the Common Stock within the last sixty days, which were all in the open market, are set forth in Schedule B and are incorporated by reference.
- (d) Eminence GP, the General Partner of Eminence II, has the power to direct the affairs of Eminence II, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares of Common Stock. Mr. Sandler is the Managing Member of Eminence GP, and in that capacity directs its operations.
 - (e) Not applicable.

- C. Eminence GP, LLC
 - (a) Aggregate number of shares beneficially owned: 1,005,138 Percentage: 2.5%
 - (b) 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 1,005,138
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 1,005,138
- (c) Eminence GP did not enter into any transactions in the Common Stock of the Company within the last sixty days. The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions in the Common Stock within the last sixty days on behalf of Eminence I and Eminence II, which were all in the open market, are set forth in Schedules A and B, respectively, and are incorporated by reference.
 - (d) Not applicable.
 - (e) Not applicable.
 - D. Eminence Capital, LLC
 - (a) Aggregate number of shares beneficially owned: 1,827,000 Percentage: 4.6%
 - (b) 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 1,827,000
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 1,827,000
- (c) The Investment Manager did not enter into any transactions in the Common Stock of the Company within the last sixty days. The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions in the Common Stock within the last sixty days on behalf of Eminence I, Eminence II and Eminence Offshore, which were all in the open market, are set forth in Schedules A, B and C, respectively, and are incorporated by reference.

 (d) Each of the clients of the Investment Manager has the power to
- direct the receipt of dividends from or the proceeds of the sale of such shares.
 - (e) Not applicable.
 - E. Ricky C. Sandler
 - (a) Aggregate number of shares beneficially owned: 1,828,225 Percentage: 4.6%
 - (b) 1. Sole power to vote or direct vote: 1,225
 - 2. Shared power to vote or direct vote: 1,827,000
 - 3. Sole power to dispose or direct the disposition: 1,225
 - 4. Shared power to dispose or direct the disposition: 1,827,000
- (c) Mr. Sandler did not enter into any transactions in the Common Stock of the Company within the last sixty days. The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions in the Common Stock within the last sixty days on behalf of Eminence I, Eminence II and Eminence Offshore, which were all in the open market, are set forth in Schedules A, B and C, respectively, and are incorporated by reference.
 - (d) Not applicable.
 - (e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: January 21, 2005

/s/ Ricky C. Sandler
Ricky C. Sandler, individually, and as
Managing Member of
Eminence Capital, LLC,
Investment Manager of
Eminence Partners, LP,
Eminence Partners II, LP and
Eminence Fund, Ltd., and as
Managing Member of
Eminence GP, LLC,
General Partner of

Eminence Partners, LP and Eminence Partners II, LP

Schedule A

Eminence Partners, LP

Date of Transaction	Number of Shares Purchased/(Sold)	Price Per Share (including commissions, if any)
01/05/05	(7,330)	\$40.03
01/06/05	(57,820)	\$39.95
01/18/05	(23,350)	\$41.31
01/19/05	(1,440)	\$41.00

Schedule B

Eminence Partners II, LP

Date of Transaction	Number of Shares Purchased/(Sold)	Price Per Share (including commissions, if any)
01/03/05	(8,000)	\$41.51
01/05/05	(530)	\$40.03
01/06/05	(3,750)	\$39.95
01/18/05	(1,520)	\$41.31
01/19/05	(90)	\$41.00

Schedule C

Eminence Capital, LLC

Date of Transaction	Client	Number of Shares Purchased/(Sold)	Price Per Share (including commissions, if any)
01/03/05	Eminence Offshore	8,000	\$41.55
01/05/05	Eminence Offshore	(5,140)	\$40.03
01/06/05	Eminence Offshore	(50,430)	\$39.95
01/18/05	Eminence Offshore	(20,330)	\$41.31
01/19/05	Eminence Offshore	(1,270)	\$41.00

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Schedule C

Ricky C. Sandler

Number of Shares Date of Transaction

Client Purchased/(Sold) Price Per Share (including commissions,

if any)

01/04/05 Other Accounts (300) \$41.82