

TODD CARTER R
Form 4
June 07, 2012

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
TODD CARTER R

2. Issuer Name and Ticker or Trading Symbol
GAYLORD ENTERTAINMENT CO /DE [GET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE GAYLORD DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, General Counsel & Sec.

NASHVILLE, TN 37214
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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		
Common Stock	06/05/2012		S		4,176 D \$ 38.196 (1)	4,176 (2)	D
Common Stock	06/05/2012		M		2,500 A \$ 20.08	6,676 (2)	D
Common Stock	06/05/2012		S		2,500 D \$ 38.212 (3)	4,176 (2)	D
Common Stock	06/05/2012		M		2,150 A \$ 34.3	6,326 (2)	D
	06/05/2012		S		2,150 D	4,176 (2)	D

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Common Stock \$ 38.23
(4)

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

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 20.08	06/05/2012		M	2,500	02/03/2011 ⁽⁵⁾ 02/03/2020	Common Stock	2,500
Stock Option (right to buy)	\$ 34.3	06/05/2012		M	2,150	02/02/2011 ⁽⁶⁾ 02/02/2021	Common Stock	2,150

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TODD CARTER R ONE GAYLORD DRIVE NASHVILLE, TN 37214			EVP, General Counsel & Sec.	

Signatures

Carter R. Todd 06/07/2012
 **Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) Stock price is the average of sale of stock in the range of 38.19 to 38.20

Does not include the following shares of common stock issuable upon the ultimate vesting of time-based restricted stock unit awards: 5,000 (granted on 2/4/08); 8,500 (granted on 2/3/10); and 4,500 (granted on 2/8/12). Does not include the following shares of common

(2) stock issuable upon the satisfaction of criteria with respect to performance-based restricted stock unit awards: 2,900 (granted on 2/2/11); and 4,500 (granted on 2/8/12). The restricted stock awards are subject to the terms and conditions of the applicable agreement with respect to such awards and will ultimately only be issued as provided in such agreements.

(3) Stock price is the average of sale of stock in the range of 38.21 to 38.22

(4) Stock price is the average of sale of stock in the range of 38.23 to 38.24

(5) Stock option vests ratably beginning on 02/03/2010 for four years.

(6) Stock option vests ratably beginning on 02/02/2011 for four years.

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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