

GAYLORD ENTERTAINMENT CO /DE

Form 4

August 09, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIORAVANTI MARK

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)

3. Date of Earliest Transaction

(Month/Day/Year)

08/08/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP & Chief Financial Officer

ONE GAYLORD DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

NASHVILLE, TN 37214

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/08/2012		M	32,500	A \$ 20.3 76,705 ⁽¹⁾	D	
Common Stock	08/08/2012		S	32,300	D \$ 38.262 44,405 ⁽¹⁾ ⁽³⁾	D	
Common Stock	08/08/2012		S	200	D \$ 38.688 44,205 ⁽¹⁾ ⁽³⁾	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.3	08/08/2012		M		32,500		08/08/2006 ⁽⁵⁾	08/08/2012	Comon Stock	32,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FIORAVANTI MARK ONE GAYLORD DRIVE NASHVILLE, TN 37214	SVP & Chief Financial Officer

Signatures

Carter R. Todd, Attorney-in-Fact for Mark Fioravanti

08/09/2012

__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) The exercise of the stock options and subsequent sale of shares was effected pursuant to a previously enacted Rule 10b5-1 trading plan with respect to an option scheduled to expire on 8/12/12.
- (2) Stock sold at a price range from 37.63 to 38.62.
- (3) 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); 2,750 (granted on 6/22/09) and 9,950 (granted on 2/3/10); and 9,000 (granted on 2/8/12). Does not include the following shares of common stock issuable upon the ultimate vesting of performance-based restricted stock unit awards: 5,000 (granted on 2/2/11); and 9,000 (granted on 2/8/12). The restricted stock unit 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.

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(4) Stock sold at a price range from 38.68 to 38.69.

(5) Stock option was 100% vested and exercisable on 8/12/06.

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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