

REED COLIN V
Form 4
February 07, 2012

FORM 4

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

OMB APPROVAL

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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 *
REED COLIN V

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)
02/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

NASHVILLE, TN 37214

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/03/2012		M	27,250 A \$ 28.69	636,094	D	
Common Stock	02/03/2012		F	9,989 (1) D \$ 28.69	626,105 (2)	D	
Common Stock					630 (3)	I	By Trust

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

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number.

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)	8. Amount or Number of Shares
Common Stock	\$ 28.69	02/03/2012		M	27,250	02/03/2012 ⁽⁴⁾	Common Stock	27,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED COLIN V ONE GAYLORD DRIVE NASHVILLE, TN 37214	X		Chairman & CEO	

Signatures

Carter R. Todd, Attorney-in-Fact for Colin V.
Reed

02/07/2012

**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) Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to 27,250 shares of common stock issued upon the vesting of previously awarded restricted stock units on February 3, 2010. Mr. Reed has retained the remaining 17,261 shares.
- (2) Includes 385,242 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. Does not include 170,000 shares of common stock issuable upon the time-based vesting of restricted stock units, the vesting of which has been deferred by Mr. Reed. Does not include 136,500 shares of common stock issuable upon the vesting of restricted stock units granted on February 4, 2008 (the terms of which were amended on September 3, 2010) as described in Footnote (1) above. Does not include 27,250 shares of common stock issuable upon the vesting of time-based restricted stock units granted on February 3, 2010. Does not include 24,000 shares of common stock issuable upon the vesting of performance-based stock unit awards granted on February 2, 2011.
- (3) Held as Trustee for Samuel A. Reed Trust UA December 27, 2001.
- (4) On February 3, 2010 Mr. Reed was awarded 54,500 restricted stock units, which vest 50% on February 3, 2012 and 50% on February 3, 2014. The 27,250 stock units reported herein were 100% converted to common stock on February 3, 2012 upon the

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vesting of the restricted stock unit award. Accordingly there is no expiration date associated with this security.

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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