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GAYLORD ENTERTAINMENT CO /DE

Form 4 May 10, 2010

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Estimated average response...

burden hours per

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * ROSE MICHAEL D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

GAYLORD ENTERTAINMENT CO /DE [GET]

(Check all applicable)

(Middle)

(Zip)

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

05/06/2010

X_ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

1000 RIDGEWAY LOOP, SUITE

(Street)

(State)

(First)

108

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

stive Committee Accord

MEMPHIS, TN 38120

` •	, ,	` 1' I abi	e 1 - Non-1	berivative Securities	s Acquirea, Disposed	oi, or Benefic	iany Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquir	red 5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)
				(4)	Reported	(Instr. 4)	
				(A)	Transaction(s)		
			C-J- V	or A (D) D::	(Instr. 3 and 4)		
			Code V	Amount (D) Pri	ice		

1,500 Common 05/07/2010 M 16,299 D (1) 16.8 Stock

By Comon I **GRAT/IRA** 40,000 Stock

(2)

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. Transactic Code (Instr. 8)	5. Numb orDerivation Securities Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	Expiration Dat	Date Exercisable and apiration Date fonth/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares	
Restricted Stock Units	\$ 16.8	05/07/2010		M		1,500	05/07/2010	(3)	Common Stock	1,50	
Restricted Stock Units	\$ 27.73	05/06/2010		A	2,705		<u>(4)</u>	05/06/2011	Common Stock	2,70	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
ROSE MICHAEL D 1000 RIDGEWAY LOOP SUITE 108 MEMPHIS, TN 38120	X					

Signatures

Carter R. Todd, Attorney-in-Fact for Michael D.
Rose

**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) On May 7, 2010, 1500 shares of common stock were issued to the director upon vesting of the restricted stock units previously granted to the director on May 7, 2009.
- (2) Consists of 30,000 shares held by a grantor retained annuity trust and 10,000 shares held by an individual retirement account.
- (3) These restricted stock units were converted to common stock on May 7, 2010 on a 1 to 1 basis upon vesting of the restricted stock unit award.

Represents an annual grant of 2705 restricted stock units awarded to the director in connection with the director's service on the

(4) Company's board. Upon lapse of the restrictions with respect to the restricted stock units, which unless deferred by the director will be May 6, 2011, one share of common stock will be issued for each restricted stock unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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