

GAYLORD ENTERTAINMENT CO /DE

Form 4/A

September 10, 2010

**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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response... 0.5

(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)  
  
ONE GAYLORD DRIVE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/03/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP & Chief Financial Officer

NASHVILLE, TN 37214

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
09/08/2010

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Ownership (Instr. 4)
Common Stock	09/03/2010		M	(A) or (D) Amount 5,000 (1)	A \$ 0 31,986 (2)	D	
Common Stock	09/03/2010		F	1,323 (3)	D \$ 29.21 30,663 (2)	D	

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

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SEC 1474  
(9-02)

**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
Restricted Stock Units	\$ 29.21	09/03/2010		A	5,000	<u>(1)</u> 12/31/2012	Common Stock	5,000

## 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  
 09/10/2010  
 \*\*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).

- On September 3, 2010 the Company and Mr. Fioravanti amended the terms of the performance-based RSUs granted on February 4, 2008 and previously reported on Form 4. As amended, the RSUs vest as follows: 25% of the RSUs vested on the date of amendment; some, all or none of the remaining 75% of the RSUs will vest on February 4, 2012 based on the extent to which the performance criteria specified
- (1) in the award agreement are satisfied (consistent with the original terms of the award agreements); and 25% of the RSUs will vest on December 31, 2012 provided that the reporting person remains employed by the Company on such date (unless vested earlier on February 4, 2012 to the extent performance criteria are satisfied). The Shares shown here represent the RSUs which vested on the date of the amendment.
  - (2) Does not include 15,000 shares of common stock issuable upon the vesting of performance-based 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 8,250 shares of common stock issuable upon the vesting of time-based restricted stock units granted on June 22, 2009. Does not include 12,000 shares of common stock issuable upon the vesting of time-based restricted stock units granted on February 3, 2010.
  - (3) Represents shares withheld to satisfy the reporting person's tax withholding obligation with respect to the shares issued upon the vesting of the restricted stock units on September 3, 2010.

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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